



O R R I C K

Official Committee of Equity Security Holders of
USA Capital Diversified Trust Deed Fund, LLC
1112 Worthen Circle
Las Vegas, NV 89145
Attn: Robert G. Worthen
Chair

December 29, 2006
Client No. 17908
Invoice No. 1047512

Orrick Contact: Marc A. Levinson

FOR SERVICES RENDERED through November 30, 2006 in
connection with the matters described on the attached pages:

\$ 206,370.00

DISBURSEMENTS as per attached pages:

352.87

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ 206,722.87

Matter(s): 17908/2 – USA Capital Diversified Trust Fund Commi

DUE UPON RECEIPT

The following is for information only:

Previous Balance not included in this invoice:

\$1,080,133.59

If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

Orrick, Herrington & Sutcliffe LLP
File 72887 P.O. Box 61000
San Francisco, CA 94161-2887
Reference: 17908/ Invoice: 1047512
E.I.N. 94-2952627

OVERNIGHT DELIVERY:

Orrick, Herrington & Sutcliffe LLP
c/o Bank of America, File #72887
1455 Market Street, 21st Floor
San Francisco, CA 94103
(415) 436-4300

**ELECTRONIC FUNDS
TRANSFERS:**

Wire Transfers Only:

ABA Number 0260-0959-3
Bank of America
100 West 33rd Street, NY, NY 10001
Account of
Orrick, Herrington & Sutcliffe LLP
Account Number: 1499-4-10382
Reference: 17908/ Invoice: 1047512
E.I.N. 94-2952627

**ELECTRONIC FUNDS
TRANSFERS:**

ACH Transfers Only:

ABA Number 121-000358
Bank of America
San Francisco Main Branch
Account of
Orrick, Herrington & Sutcliffe LLP
Account Number: 1499-4-10382
Reference: 17908/ Invoice: 1047512
E.I.N. 94-2952627



O R R I C K

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 Chair

December 29, 2006
 Client No. 17908
 Invoice No. 1047512

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For Legal Services Rendered Through November 30, 2006 in Connection With:

Matter: 2 - USA Capital Diversified Trust Fund Committee

Task B110 – Case Administration

11/01/06	L. Ernce	Review order denying conversion motion and email to Diversified professionals re same.	0.10	46.50
11/01/06	L. Ernce	Attention to various case administration matters including updating Diversified Committee website.	1.20	558.00
11/02/06	L. Ernce	Review multiple electronic notices.	0.20	93.00
11/09/06	L. Ernce	Attention to revising and updating committee website.	0.70	325.50
11/09/06	L. Ernce	Attention to various case administration matters and review multiple electronic notices.	0.50	232.50
11/10/06	L. Ernce	Review and circulate article re J. Milanowski's motion to seal and email with M. Levinson re same and other press issues.	0.20	93.00
11/16/06	L. Ernce	Attention to case administration matters including review of electronic notices, calendaring matters and updating of Diversified Committee's website.	1.10	511.50
11/17/06	M. Levinson	Review numerous email memoranda that arrived during the past week in an effort to stay on top of all recent developments and to anticipate those of next week.	0.70	392.00
11/26/06	J. Hermann	Travel to Las Vegas for committee meetings and Bankruptcy Court hearings (actual time of approximately 4 hours).	2.50	1,425.00
11/29/06	J. Hermann	Travel from Las Vegas after three days of meetings and court hearings (actual time in excess of 4.50 hours).	2.50	1,425.00
11/30/06	L. Ernce	Revise and update Diversified Committee website to include new plan and disclosure statement documents.	0.20	93.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 2

December 29, 2006
Invoice No. 1047512

11/30/06	L. Ernce	Review multiple electronic notices received today.	0.20	93.00
11/30/06	L. Ernce	Review notice of amended appointment of USACM committee and email to Diversified professionals re same.	0.10	46.50
11/30/06	R. Ragni	Review Diversified Fund account to obtain direct emails from website inquiries.	0.10	39.00
11/30/06	R. Ragni	Review of newly filed pleadings in case after electronic notice of documents and save to file potential documents of interest for further review: Omnibus Objection to Claims of Equity Misfiled as Creditor Claims (.10); Omnibus Objection to Claims filed against the wrong debtor entity (.10); Notice of Hearing for Omnibus Objections, six total (.20); Motion to Temporarily Allow Claim of Bindford Medical for Purposes of Plan Voting (.10); Motion to Compel Compliance with Bid Procedures Order (.10); BCN Certificate of Mailing; Motion to Allow Claim of Copper Commercial Center (.10).	0.70	273.00
<i>B110 – Case Administration Total</i>			<i>11.00</i>	<i>5,646.50</i>

Timekeeper Summary	Hours	Rate	Amount
Lynn T. Ernce	4.50	465.00	2,092.50
Jeffery D. Hermann	5.00	570.00	2,850.00
Marc A. Levinson	0.70	560.00	392.00
Rachel P. Ragni	0.80	390.00	312.00
Total All Timekeepers	11.00	\$513.32	\$5,646.50



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 3

December 29, 2006
Invoice No. 1047512

Task B120 – Asset Analysis and Recovery

11/01/06	M. Levinson	Email memorandum from a lawyer for a potential purchaser of Diversified Fund assets and email memorandum to Diversified Committee professionals re the same.	0.10	56.00
11/02/06	M. Levinson	Conference with M. Bloom re his client's possible interest in acquiring the assets of the Diversified Fund (.20); meeting with R. Charles and J. Hermann at Orrick San Francisco, with T. Burr, M. Tucker and C. Harvick on the line, to discuss plan term sheet and settlement issues, and review various documents, spreadsheets and memoranda during the meetings (2.20); follow-up meeting with J. Hermann re next steps (.50); breakout session meeting/phone call with J. Hermann, C. Harvick and M. Tucker (.30); follow-up meeting with R. Charles (.40); follow-up meeting/phone call with J. Hermann, C. Harvick and M. Tucker (.30); another, longer follow-up meeting/phone call with J. Hermann, C. Harvick and M. Tucker during which we formulate a counterproposal (1.30); telephone conversation with E. Karasik re today's discussions with R. Charles and T. Burr, her conversations with R. Charles and with G. Garman and re related plan issues (.30); review new spreadsheets prepared by M. Tucker and C. Harvick, continue working on a counterproposal, revise and finalize the same and email it to R. Charles, S. Freeman and T. Burr (.60).	6.10	3,416.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 4

December 29, 2006
Invoice No. 1047512

11/02/06	J. Hermann	Further review and analysis of source materials in preparation for further negotiations with USACM committee on consensual plan of reorganization (.30); all day meeting with R. Charles and M. Levinson to negotiate plan of reorganization, with C. Harvick, M. Tucker and T. Burr participating by conference call, including discussion of various financial analyses prepared by financial consultants and term sheet dealing with outstanding unresolved plan of reorganization issues (2.20); break out meeting with M. Levinson to discuss progress (.50); further session with C. Harvick, M. Tucker and M. Levinson regarding negotiating strategy and formulation of additional settlement proposals (1.60); further meeting with C. Harvick and M. Tucker to discuss differences in economic analyses of various proposals and further formulation of additional settlement proposals (1.70); present such proposal to R. Charles and email same to USACM professionals (.60).	6.90	3,933.00
11/03/06	M. Levinson	Review R. Charles email in response to the Diversified Fund's latest settlement proposal, forward the same to Diversified Fund professionals and analysis re next steps in light of the same.	0.20	112.00
11/05/06	M. Levinson	Review the email memorandum from M. Bloom re his client's interest in making an offer for the Diversified Fund assets (.10); telephone conversation with M. Tucker and C. Harvick re the same and re next steps (.10); draft, revise and finalize email memorandum to M. Bloom re the same (.20); portion of conversation with M. Tucker devoted to the same and during the same draft an email memorandum to R. Goe re a possible meeting with his client (.20); review responsive email memorandum from R. Goe and analysis re next steps in light of the same (.10).	0.70	392.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 5

December 29, 2006
Invoice No. 1047512

11/06/06	M. Levinson	Participate in a series of email memoranda with R. Charles, C. Harvick re calculating the unremitted principal claims of the Diversified Fund and the First Trust Fund (.10); review and respond to R. Goe email memorandum re scheduling a conference call (.10); portion of telephone conversation with M. Tucker during which we discuss the same (.10); exchange email memoranda with M. Bloom re possible meeting with his client to discuss its interest in purchasing Diversified Fund assets (.10); review R. Charles email memorandum re the upcoming 2004 examination of the person most knowledgeable for USA Real Estate and email memorandum to B. Olson and A. Loraditch re covering the same (.10); exchange another round of email memoranda with M. Bloom re the possible offer and possible meeting (.10).	0.60	336.00
11/07/06	J. Hermann	Consideration and analysis of issues bearing upon Colt loans and handling of servicing arrangements in connection with the same (.30); preparation of proposal for servicing rights (.30); participation in exchange of email correspondence with DTF professionals regarding the same (.10).	0.70	399.00
11/07/06	M. Levinson	Review lengthy J. Hermann email memorandum re the background and status of the Colt loans.	0.20	112.00
11/08/06	J. Hermann	Further consideration and analysis of issues bearing upon servicing of Colt Gateway loans given that other lenders LSA's will not be transferred to Silver Point including preparation of modified proposal for handling of loan servicing function (.30); participation in exchange of email correspondence with Diversified Committee professionals regarding the same (.10).	0.40	228.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 6

December 29, 2006
Invoice No. 1047512

11/08/06	J. Hermann	Review and analysis of email correspondence from C. Orrock regarding attempts to prevent sale of Royal Hotel (.10); review and analysis of email from R. Charles regarding the same and efforts to mobilize investors to appear for state court hearing on the same (.10); review and analysis of state court docket and pleadings in connection with determination of date of hearing and purpose for hearing (.40); participation in exchange of email correspondence with R. Charles, A. Jarvis and M. Levinson regarding the same (.10).	0.70	399.00
11/08/06	M. Levinson	Review lengthy C. Harvick email re the funding of the Colt loans and re related matters (.20); review C. Orrock email requesting that M. Tucker testify on behalf of Great White in the Royal Hotel lis pendens law suit (.10); review the exchange of C. Harvick and J. Hermann follow-up email memoranda re the Colt loans and the related loan servicing agreements (.10).	0.40	224.00
11/09/06	M. Levinson	Review the notice of foreclosure on the Royal Hotel and email memoranda re the same from A. Jarvis, C. Harvick and J. Hermann.	0.20	112.00
11/09/06	J. Hermann	Review and analysis of notice of foreclosure received from senior lienholder on Royal Hotel (.20); consideration and analysis of issues and timing in connection with the same (.20); participation in exchange of email correspondence regarding the same (.10).	0.50	285.00
11/10/06	J. Hermann	Portion of telephone conference with A. Jarvis, C. Harvick, J. Atkinson, M. Levinson (portion) and M. Haftl regarding arrangements for transition of servicing of Colt Gateway loan, discussions with HMA regarding repayment of Colt Gateway loans, issues pertaining to new proposal for purchase of Diversified Fund assets and related matters (.70); review and analysis of new proposal for purchase of Diversified Fund assets (.30); review of analysis of such proposal prepared by C. Harvick (.20).	1.20	684.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 7

December 29, 2006
Invoice No. 1047512

11/10/06	M. Levinson	Review the proposal from Compass for the purchase of certain small Diversified Fund loans and review the C. Harvick email memorandum re the same (.20) portion of long telephone conversation with A. Jarvis, J. Fasel, M. Haftl, C. Harvick and J. Hermann devoted to the Colt Gateway loans, the Marquis Hotel foreclosure notice and possible sale, the offer from Compass (.50); portion of follow-up telephone conversation with C. Harvick and J. Hermann devoted to the same (.10); review the Racebrook proposal (.80); email to the Diversified Fund professionals re the same (.10); telephone conversation with R. Charles, J. Hermann and A. Jarvis re the same (.20); review a series of four J. Hermann and one M. Tucker follow-up email memoranda re the Racebrook proposal (.30).	1.40	784.00
11/11/06	M. Levinson	Lengthy email memorandum to Diversified Fund professionals re my conversations yesterday with A. Jarvis and R. Charles concerning the Racebrook proposal (.20); review lengthy R. Charles email memorandum to various debtor parties re his thoughts on the Racebrook proposal and brief follow-up email memorandum to all hands re the same (.20); review A. Jarvis email memorandum in response to the R. Charles email (.10); draft, revise and finalize an email to V. Fracaro rejecting the Racebrook proposal and send a brief follow-up email memorandum to A. Jarvis and others (.20); review M. Bloom email in response to mine to V. Fracaro and analysis re next steps in light of the same (.10).	0.80	448.00
11/13/06	M. Levinson	Email memorandum to M. Bloom re discussing a possible new Racebrook proposal (.10); review a series of email memoranda re arranging a conference call next week with HFA to discuss the Colt loans (.10).	0.20	112.00
11/13/06	M. Levinson	Conference with B. Olson and A. Loraditch re possible mediation with the USACM Committee.	0.40	224.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 8

December 29, 2006
Invoice No. 1047512

11/14/06	M. Levinson	Telephone conversation with J. Hermann re the upcoming call with HFA re the Colt Gateway loans (.10); review S. Smith and A. Jarvis email memoranda re responding to the Racebrook proposal (.10); telephone conversation with M. Bloom re the Racebrook offer and next steps (.30); exchange of email memoranda with R. Charles re the upcoming mediation (.10).	0.60	336.00
11/14/06	J. Hermann	Participation in conference call with T. Allison, M. Haftl, C. Harvick regarding review of loan portfolio and results of recent collection efforts (.90); telephone conference with M. Levinson regarding upcoming call on Colt Gateway loans and related matters (.10); review and analysis of loan documents and file materials bearing upon issues raised in telephone conference with T. Allison, et al (.40).	1.40	798.00
11/15/06	M. Levinson	Portion of long telephone conversation with C. Harvick and J. Hermann devoted to their call this morning with representatives of Homes for American, T. Allison, A. Jarvis and others (.70); review J. Hermann notes of such call (.10); portion of long telephone conversation with A. Jarvis, T. Allison, R. Koe, C. Harvick and J. Hermann re the foregoing and re next steps (.60); exchange of email memoranda with R. Charles re the upcoming mediation (.10); review the T. Allison report on the Amesbury Hatters Point loan (.10); review email memorandum from M Bloom re a possible new proposal from Racebrook and forward the same to Diversified Fund professionals under cover of an email memorandum (.20); exchange of email memoranda with R. Charles and with A. Loraditch re the upcoming mediation and the requirements for filing statements with the mediator (.10).	1.90	1,064.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 9

December 29, 2006
Invoice No. 1047512

11/15/06	J. Hermann	<p>Participation in conference call with representatives of Homes For America and debtors, and C. Harvick and M. Tucker, regarding Colt Gateway loans, default status of same, borrower contention that no such loans exist, but are instead capital contributions, and related topics (1.30); review and analysis of transaction documents, including Colt Gateway LLC operating agreement and loan modification correspondence, in connection with the same and in particular, assertions made by borrower that loans are in fact capital contributions (1.40); lengthy telephone conference with C. Harvick regarding such issues and merits of the same (.60); portion of telephone conference with C. Harvick and M. Levinson regarding results of Colt Gateway call with borrower and other matters (.70); review and analysis of Colt Gateway loan documents in connection with issues in lawsuit (.30); telephone conference with A. Jarvis, T. Allison, C. Harvick, M. Levinson, M. Tucker and other Mesirow professionals regarding report of meeting between T. Allison and J. Milanowski (.50); portion of long call with C. Harvick, M. Tucker and M. Levinson regarding potentially imminent closing of Hotel Zoso sale escrow and numerous issues in connection with the same (.90).</p>	5.70	3,249.00
11/16/06	R. Ragni	<p>Receive call from J. Hermann regarding research project related to involuntary debtors (.20); begin to research issue in Collier and call to update J. Hermann on my research results (1.10); Continue to examine and analyze Bankruptcy Reports for case law that exists for the judicial review standard, call J. Hermann and send the case to him for his review and analysis (1.00).</p>	2.30	897.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 10

December 29, 2006
Invoice No. 1047512

11/16/06	M. Levinson	Review M. Bloom email memorandum re next steps with respect to Racebrook and telephone conversation with M. Bloom re the same (.20); telephone conversation with A. Loraditch and J. Hermann re possible strategies for capturing the proceeds of the sale of the Hotel Zoso (.20); portion of long telephone conversation with T. Allison, J. Atkinson, K. Glade, R. Koe, M. Tucker, C. Harvick, A. Loraditch, J. Hermann and others re the same, re the various HFA/Colt loans (.60); review J. Hermann email re next steps (.10); follow-up telephone conversation with J. Hermann (.20).	1.30	728.00
11/16/06	J. Hermann	Portion of call with Mesirow representatives, A. Loraditch, C. Harvick, M. Tucker and M. Levinson (portion) discussing borrower's aggressive position in Colt Gateway loan and related matters.	0.30	171.00
11/16/06	M. Levinson	Email to R. Charles and S. Freeman re possible mediation with USACM.	0.20	112.00
11/16/06	M. Levinson	Voicemail messages to R. Charles and S. Freeman re possible mediation.	0.10	56.00
11/16/06	M. Levinson	Exchange a series of follow-up email memoranda with A. Loraditch and telephone conversation with A. Loraditch re the possible mediation and contacting the court clerk re the same (.20); telephone conversation with R. Charles re the mediation (.10); exchange a series of follow-up email memoranda with S. Freeman, R. Charles and A. Loraditch (.20).	0.50	280.00
11/17/06	M. Levinson	Exchange email memoranda with M. Bloom re Racebrook status and issues (.10); telephone conversation with M. Bloom re the same and re next steps, if any (.20); exchange of email memoranda with A. Loraditch, S. Freeman and others re details about the upcoming mediation (.10); review exchange of email memoranda between D. Hayes, C. Harvick and J. Hermann re the Colt loans and issues related thereto (.30).	0.70	392.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 11

December 29, 2006
Invoice No. 1047512

11/17/06	J. Hermann	Participation in exchange of email correspondence regarding Colt Gateway loan with borrower representatives seeking response to informal discounted payoff offer (.30); review and analysis of file materials and transaction documents in connection with the same and in connection with assertion by borrower that loans are in fact capital contributions (.50).	0.80	456.00
11/20/06	M. Levinson	Email memorandum to A. Loraditch re next steps with respect to the upcoming mediation with the USACM Committee (.10); review follow-up email memoranda from R. Charles and S. Freeman re the same (.10).	0.20	112.00
11/21/06	M. Levinson	Email memorandum to R. Charles and S. Freeman re procedures relating to the upcoming mediation (.10); telephone conversation with M. Tucker re the possible offer from Racebrook (.20); email memorandum to M. Tucker re the same (.10); exchange follow-up email memoranda with R. Charles and S. Freeman (.10); review C. Carlyon email memorandum requesting for a list of those who will be attending the mediation, review the R. Charles response thereto for the USACM Committee and respond for the Diversified Committee (.20).	0.70	392.00
11/21/06	J. Hermann	Portion of telephone conference with C. Harvick regarding merits of settlement proposal made by HFA on Colt Gateway loans, response to same, status of our requests for additional financial information, and further handling of matter.	0.30	171.00
11/29/06	J. Hermann	Review and analysis of proposed turnover motion drafted by Debtor counsel relating to Bysynergy loan (.20); review and analysis of loan documents to determine whether USACM and Diversified Fund agreed not to record deed of trust until first deed of trust is repaid (.30); participate in exchange of email correspondence with Diversified Committee professionals regarding issues in connection with the same (.30).	0.80	456.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 12

December 29, 2006
Invoice No. 1047512

11/30/06	M. Levinson	Portion of very long conference call re next steps with S. Strong, A. Jarvis, E. Monson, M. Tucker and J. Hermann devoted to next steps with respect to collecting the Colt loan (.20); portion of follow-up conversation with J. Hermann and M. Tucker (.10).	0.30	168.00
11/30/06	M. Levinson	Telephone conversation with R. Charles re the upcoming mediation.	0.10	56.00
<i>B120 – Asset Analysis and Recovery Total</i>			<i>39.90</i>	<i>22,150.00</i>

Timekeeper Summary	Hours	Rate	Amount
Jeffery D. Hermann	19.70	570.00	11,229.00
Marc A. Levinson	17.90	560.00	10,024.00
Rachel P. Ragni	2.30	390.00	897.00
Total All Timekeepers	39.90	\$555.14	\$22,150.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 13

December 29, 2006
Invoice No. 1047512

Task B130 – Asset Disposition & Sales

11/04/06	M. Levinson	Exchange email memoranda with the counsel for a potential acquirer of Diversified Fund assets (.10); email memorandum to M. Tucker and others re possibly meeting with him and his client (.10).	0.20	112.00
11/07/06	M. Levinson	Review M. Bloom email memorandum re scheduling a meeting to discuss a possible proposal from his client and speak to his secretary re the same (.10); telephone conversation with M. Tucker re the same and re today's upcoming call with R. Goe and his client (.20); responsive email memorandum to M. Bloom (.10); exchange follow-up email memoranda with V. Fracaro re a possible meeting next week (.10); telephone conversation with R. Goe, L. D'Lisaio, M. Canfield, M. Tucker and C. Harvick re R. Goe's client's interest in purchasing several parcels in which Investment Partners has an interest (.40); follow-up conversation with M. Tucker and C. Harvick (.10).	1.00	560.00
<i>B130 – Asset Disposition & Sales Total</i>			<i>1.20</i>	<i>672.00</i>

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Marc A. Levinson	1.20	560.00	672.00
Total All Timekeepers	1.20	\$560.00	\$672.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 14

December 29, 2006
Invoice No. 1047512

Task B152 – Meetings & Communications with other Committees

11/21/06	L. Ernce	Attend and participate in all-hands conference call re unauthorized solicitation issues.	1.00	465.00
11/27/06	J. Hermann	Participation in day-long USACM unsecured creditor meeting for the purpose of selecting USACM trust representative that will administer USACM trust for the benefit of USACM unsecured creditors, the largest of which is the Diversified Fund, including interviews of candidates and participation of committee considerations (8.40); conference with M. Tucker regarding issues arising in such deliberations (.30); telephone conference with R. Charles regarding Diversified Committee preference among candidates (.20); telephone conference with M. Levinson regarding results of day's interviews and deliberations (.20).	9.10	5,187.00
11/29/06	J. Hermann	Telephone conference with M. Tucker and M. Levinson regarding further information on selection by USACM of liquidating trustee, involvement of T. Burr as a potential candidate, whether other committees would object to D. Walker as the liquidating trustee and other related issues (.40).	0.40	228.00
11/30/06	M. Levinson	Exchange a series of email memoranda with A. Jarvis and E. Karasik, with copies to all estate professionals, re arranging an all-hands call for tomorrow afternoon.	0.10	56.00
<i>B152 – Meetings & Communications with other Committees Total</i>			<i>10.60</i>	<i>5,936.00</i>

Timekeeper Summary	Hours	Rate	Amount
Lynn T. Ernce	1.00	465.00	465.00
Jeffery D. Hermann	9.50	570.00	5,415.00
Marc A. Levinson	0.10	560.00	56.00
Total All Timekeepers	10.60	\$560.00	\$5,936.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 15

December 29, 2006
Invoice No. 1047512

Task B153 – Meetings & Communications with the Committee or members of the Committee

11/01/06	L. Ernce	Telephone call from R. Hardy re upcoming committee meetings and email memo to M. Levinson re same.	0.10	46.50
11/07/06	M. Levinson	Telephone conversation with M. Schmahl (.20); conference with L. Ernce re scheduling a Diversified Committee call for November 10th and re issues relating to the same (.20).	0.40	224.00
11/07/06	L. Ernce	Exchange emails with M. Levinson re setting up next committee call and email memo to Diversified Committee re scheduling a call for November 10.	0.20	93.00
11/07/06	L. Ernce	Confer with M. Levinson re Diversified Committee issues and scheduling next meeting (.20); draft email memo to Diversified Committee re same (.10); review responses from various committee members (.10).	0.40	186.00
11/08/06	M. Levinson	Review L. Ernce email memorandum to members of the Diversified Committee re the November 10th conference call (.10); review C. Harvick draft email memorandum to members of the Diversified Committee re the compromises with First Trust Fund memorialized in the plan, interlineate comments to the same and respond to C. Harvick (.30); telephone conversation with J. Hermann in preparation for the call (.30).	0.70	392.00
11/08/06	L. Ernce	Email memo to Diversified Committee members re debtors' plan and disclosure statement (.20); review C. Harvick email memo to Diversified Committee re additional information in preparation for upcoming committee call (.20).	0.40	186.00
11/08/06	L. Ernce	Telephone conference with M. Schmahl re case status matters and his request for documents; email memo to M. Schmahl transmitting operating agreements and articles of organization for DTDF.	0.20	93.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 16

December 29, 2006
Invoice No. 1047512

11/10/06	J. Hermann	Participate in lengthy Diversified Committee telephonic meeting to discuss filing of plan and disclosure statement, terms of the same and regarding update on all other matters being pursued.	1.50	855.00
11/10/06	L. Ernce	Participate in most of today's Diversified Committee conference call.	1.30	604.50
11/10/06	M. Levinson	Lengthy Diversified Committee conference call.	1.50	840.00
11/13/06	M. Levinson	Telephone conversation with R. Worthen re this morning's disclosure statement hearing and re the possible mediation with the USACM Committee (.20); exchange of email memoranda with R. Worthen about one aspect of the plan and disclosure statement (.10); review L. Ernce email memorandum to the Diversified Committee scheduling a November 16th call and laying out a brief agenda (.10).	0.40	224.00
11/14/06	M. Levinson	Long telephone conversation with R. Worthen re the plan, re the draft letter to Diversified Fund investors and re other matters (.50); review the email memorandum from S. Katz to A. Loraditch re the draft letter, telephone conversation with A. Loraditch re the same and respond to S. Katz via email (.20); follow-up conversation with R. Worthen (.30).	1.00	560.00
11/14/06	L. Ernce	Email memo to Diversified Committee re next committee meeting.	0.10	46.50
11/16/06	M. Levinson	Final preparation for Diversified Committee conference call (.20); participate in very long Diversified Committee conference call (1.80); exchange follow-up email memoranda with L. Ernce re upcoming Diversified Committee conference calls (.10).	2.10	1,176.00
11/16/06	L. Ernce	Email memo to R. Worthen and C. Harvick re most recent name and address list of DTDF investors.	0.10	46.50
11/16/06	L. Ernce	Attend and participate in most of today's Diversified Committee meeting.	1.90	883.50
11/17/06	M. Levinson	Exchange a series of email memoranda with A. Loraditch re a possible member of the Post-Effective Date DTDF Committee.	0.10	56.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 17

December 29, 2006
Invoice No. 1047512

11/17/06	L. Ernce	Email memoranda to Diversified Committee setting up next two committee conference calls.	0.10	46.50
11/17/06	L. Ernce	Review A. Loraditch email re her discussion with potential candidate for post-effective date Diversified Committee (.10); review emails from M. Levinson and B. Olson re other potential candidates and issues (.10).	0.20	93.00
11/20/06	M. Levinson	Exchange of follow-up email memoranda re a possible candidate for the Post-Effective Date DTDF Committee.	0.10	56.00
11/21/06	E. Lefever	Attend most of a long conference call with the Diversified Committee.	1.50	727.50
11/21/06	L. Ernce	Attend and participate in Diversified Committee meeting.	1.80	837.00
11/21/06	J. Hermann	Participation in conference call with Diversified Committee to discuss post-effective date governance of DTF and numerous related issues.	1.70	969.00
11/21/06	M. Levinson	Exchange of email memoranda with L. Ernce re possibly sharing the Cangelosi letter with members of the Diversified Committee (.10); long telephone conversation with M. Schmahl re a number of issues, including those relating to the Cangelosi letter (.30); draft, revise and finalize a lengthy email memorandum to the members of the Diversified Committee re the Cangelosi/Uhl letter and other agenda items (.40); participate in very long Diversified Committee conference call (1.70); follow-up conversation with R. Worthen (.10).	2.60	1,456.00
11/27/06	E. Lefever	Participate in Diversified Committee call, discussing the draft amended operating agreement.	1.60	776.00
11/27/06	R. Ragni	Review draft operating agreement for the post-confirmation Diversified Fund Committee and resumes and proposals of potential plan administrators in preparation for Diversified Committee conference call (1.30); attend conference call regarding current status and the selection of a plan administrator and post-confirmation operating agreement (1.50).	2.80	1,092.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 18

December 29, 2006
Invoice No. 1047512

11/27/06	M. Levinson	Send a series of email memoranda to the members of the Diversified Committee re the candidates for the DTDF Administrator candidate (.20); telephone conversation with M. Schmahl in preparation for the upcoming Diversified Committee call (.20); participate in very long Diversified Committee conference call (1.70).	2.10	1,176.00
11/27/06	L. Ernce	Attend and participate in Diversified Committee meeting (1.50); telephone conference with R. Ragni after committee meetings to answer questions and coordinate on scheduling next meeting (.20).	1.70	790.50
11/28/06	M. Levinson	Prepare for tomorrow's Diversified Committee conference call, including sending an email to the Diversified Committee professionals re the same (.60); portion of long telephone conversation with J. Hermann devoted to preparation for tomorrow's conference call (.10).	0.70	392.00
11/28/06	R. Ragni	Review email from M. Levinson regarding committee call scheduled for Wednesday, November 29, 2006.	0.10	39.00
11/29/06	E. Lefever	Join portion of Diversified Committee call to review operating agreement (1.60); rejoin call to complete review of operating agreement (1.80).	3.40	1,649.00
11/29/06	M. Levinson	Telephone conversation with A. Loraditch, with J. Hermann for part and with L. Lefever for part, in preparation for the upcoming Diversified Committee call (.40); follow-up conversation with L. Lefever and exchange a series of brief follow-up email memoranda with her (.20); participate telephonically in very, very long Diversified Committee conference call (5.70).	6.30	3,528.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 19

December 29, 2006
Invoice No. 1047512

11/29/06	J. Hermann	Participate in conference call with A. Loraditch and M. Levinson regarding matters to be discussed with DTF committee members today and other related issues (.30); participation in day long Diversified Committee meeting involving discussions of form of revised operating agreement, interviews with potential CEOs, selection of the same, reports on recent activities in the case and other committee business (5.40):	5.70	3,249.00
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<i>B153 – Meetings & Communications with the Committee or members of the Committee Total</i>	44.80	23,389.00
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Timekeeper Summary	Hours	Rate	Amount
Lynn T. Ernce	8.50	465.00	3,952.50
Jeffery D. Hermann	8.90	570.00	5,073.00
Elizabeth Harris Lefever	6.50	485.00	3,152.50
Marc A. Levinson	18.00	560.00	10,080.00
Rachel P. Ragni	2.90	390.00	1,131.00
Total All Timekeepers	44.80	\$522.08	\$23,389.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 20

December 29, 2006
Invoice No. 1047512

Task B154 – Meetings & Communications with the Creditors or Equity holders

11/01/06	M. Levinson	Review email memorandum from Diversified investor J. Bellas, email memorandum to L. Ernce re the same and review lengthy email memorandum to E. Bellas (.10); review A. Loraditch and L. Ernce email memoranda re format of email memoranda to Diversified investors (.10).	0.20	112.00
11/01/06	L. Ernce	Review emails from M. Levinson and investor M. Bellas (.10); online research re article mentioned by M. Bellas for purposes of responding (.10); draft response to email from investor M. Bellas (.10).	0.30	139.50
11/01/06	L. Ernce	Exchange emails with A. Loraditch re responding to requests of Diversified investor to communicate directly with committee members.	0.10	46.50
11/03/06	M. Levinson	Review lengthy email memorandum from Diversified investors, the Riegers.	0.10	56.00
11/06/06	M. Levinson	Telephone conversation with Diversified Fund investor, P. Sindler (.10); telephone conversation with L. Ernce re responding to the same and review L. Ernce email memorandum following her call with P. Sindler (.10).	0.20	112.00
11/06/06	L. Ernce	Review and respond to email from investor B. Jensen.	0.10	46.50
11/06/06	L. Ernce	Review voicemails from investor P. Sindler and M. Levinson re her questions about proof of interest forms (.10); telephone conference with investor P. Sindler re same and case status matters (.20); email memo to M. Levinson re my calls with P. Sindler (.10).	0.40	186.00
11/07/06	M. Levinson	Telephone conversation with Diversified investor R. Sharpe.	0.10	56.00
11/08/06	M. Levinson	Telephone conversation with Diversified investor R. Sharpe.	0.10	56.00
11/08/06	L. Ernce	Emails with P. Stone re proofs of claim/proofs of interest procedure and related matters.	0.20	93.00
11/08/06	L. Ernce	Telephone conference with Diversified investor I. Henderson.	0.10	46.50



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 21

December 29, 2006
Invoice No. 1047512

11/09/06	L. Ernce	Telephone conference with Diversified investor L. Horst.	0.10	46.50
11/10/06	M. Levinson	Review the lengthy L. Ernce email memorandum to Diversified investor, A. Maestri, re the Compass offer and other matters.	0.10	56.00
11/10/06	L. Ernce	Review email inquiry from investor A. Maestri and email memo to M. Levinson re same (.10); review M. Levinson response and exchange further emails with M. Levinson and C. Harvick re same (.10); draft email memo to investor A. Maestri responding to his inquiries (.10); review inquiry from investor A. Olsen (.10).	0.40	186.00
11/10/06	L. Ernce	Review email from C. Harvick re Diversified Fund loan summary and update website to include summary.	0.20	93.00
11/10/06	L. Ernce	Exchange emails with M. Levinson re responding to investors about timing of proposed distributions.	0.10	46.50
11/13/06	L. Ernce	Telephone conference with investor A. Olsen and review email from A. Olsen from last Friday evening seeking same information discussed during call.	0.20	93.00
11/14/06	L. Ernce	Review email inquiries from investors Huntington and Fitzner and exchange emails with A. Loraditch re responding to same.	0.20	93.00
11/14/06	L. Ernce	Review emails from Diversified investors complaining about information contained in latest Edwards article in Las Vegas newspaper (.20); obtain and review article (.10); exchange emails with and telephone conference with A. Loraditch and M. Levinson re same (.20).	0.50	232.50
11/14/06	L. Ernce	Review emails from investor re Great White case.	0.10	46.50
11/15/06	M. Levinson	Review lengthy L. Ernce email memorandum to Diversified investor L. Taylor.	0.10	56.00
11/16/06	L. Ernce	Review and respond to email inquiries from investor L. Taylor.	0.20	93.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 22

December 29, 2006
Invoice No. 1047512

11/16/06	L. Ernce	Telephone conference with investor E. Johnston re whom to contact re his questions about tax consequences for 2006 (.10); email to C. Harvick and M. Tucker re same and review response (.10); follow-up telephone call with E. Johnston to provide contact information for S. Smith and J. Reed at Mesirow (.10).	0.30	139.50
11/20/06	L. Ernce	Draft email memo responding to inquiry from investor Hawkins (.10); telephone conference with investor L. Vandon (.30); email memo to L. Vandon to provide further information and review L. Vandon's response (.10).	0.50	232.50
11/21/06	L. Ernce	Review and respond to email from S. Greenbaum requesting status update on case (.20); draft email memo responding to inquiry from investor D. Huntington (.10).	0.30	139.50
11/21/06	L. Ernce	Review voicemail from investor G. Lewis and from M. Levinson re responding to same; attempts to reach investor G. Lewis; exchange emails with R. Ragni re same.	0.20	93.00
11/24/06	L. Ernce	Review emails from investor B. Susskind and email to Diversified professionals re responding to same (.20); review email from investors Bowman and email from M. Levinson re same (.10).	0.30	139.50
11/24/06	M. Levinson	Review email memorandum from Diversified investors, the Bowmans, and exchange email memoranda with L. Ernce re the same.	0.10	56.00
11/27/06	L. Ernce	Return telephone call to investor J. Gallegos re his questions about plan (.10); return telephone call to investor G. Lewis re general status matters including plan (.20); return telephone call to investor Mrs. Dean re her questions about plan (.10); email memo to investor G. Lewis to provide additional information (.10).	0.50	232.50



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 23

December 29, 2006
Invoice No. 1047512

11/28/06	L. Ernce	Review additional emails from investors Bowman and draft email responding to same; review M. Levinson email re my response to Bowmans (.20); draft email responding to email from investor S. Walther (.10); draft lengthy email response to investor R. Susskind (.20); review further email from R. Susskind and draft email response (.10); exchange emails with A. Loraditch re same (.10).	0.70	325.50
11/28/06	R. Ragni	Review email update from L. Ernce regarding investor question about potential criminal prosecution (.10); review email from investor, B. Susskind, regarding his concerns in the case and review email from L. Ernce in response to his questions (.20); review email from A. Loraditch in response to L. Ernce's question on how to respond to B. Susskind (.10); review second response to B. Susskind's response email to L. Ernce's initial response (.10)	0.50	195.00
11/29/06	L. Ernce	Exchange emails with investor S. Walther.	0.10	46.50
11/30/06	L. Ernce	Review and respond to email from investors Abodeely (.10); emails with J. Miller at BMC Group re Abodeely change of address and related matters (.10); review and respond to inquiry from B. Jensen (.10).	0.30	139.50
11/30/06	R. Ragni	Review email from investor Mr. Abodeely and respond to the same.	0.10	39.00
<i>B154 – Meetings & Communications with the Creditors or Equity holders</i>			8.00	3,770.00
<i>Total</i>				

Timekeeper Summary	Hours	Rate	Amount
Lynn T. Ernce	6.40	465.00	2,976.00
Marc A. Levinson	1.00	560.00	560.00
Rachel P. Ragni	0.60	390.00	234.00
Total All Timekeepers	8.00	\$471.25	\$3,770.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 24

December 29, 2006
Invoice No. 1047512

Task B160 – Fee/Employment Applications

11/07/06	L. Ernce	Attention to Orrick prebill for Diversified case for October 2006.	0.30	139.50
11/20/06	L. Ernce	Confer with M. Levinson re timing for preparing and circulating monthly fee statement for October 2006 (.10); email to all "reviewing parties" under interim fee procedures order proposing that, in light of Thanksgiving holiday, all agree that submission date can be moved from November 25 to November 28 and review affirmative responses from all committees (.20); follow-up emails and telephone calls with S. Strong re debtors' approval of same (.20); email to all confirming that all have agreed to November 28 submission deadline (.10).	0.60	279.00
11/21/06	L. Ernce	Detailed review and edit of Orrick's prebill in preparation for drafting monthly fee statement for October 2006 (2.20); emails to billing coordinator and R. McKinney re same (.10).	2.30	1,069.50
11/23/06	M. Levinson	Attention to the October Orrick bill.	1.50	840.00
11/25/06	M. Levinson	Further attention to the October Orrick invoice.	0.40	224.00
11/27/06	L. Ernce	Further attention to Orrick's prebill and revising and finalizing invoice and drafting and revising Orrick's monthly fee statement (1.50); draft email memo circulating Orrick's monthly fee statement to "reviewing parties" and to Committee chair (.10); draft letters to A. Landis and R. Worthen re same (.10).	1.70	790.50
11/27/06	M. Levinson	Further attention to finalizing the October Orrick bill, including an exchange of email memoranda with L. Ernce re the same.	0.30	168.00
11/28/06	L. Ernce	Telephone conference with M. Tucker re his plans to circulate FTI monthly fee statements and related logistics; emails with M. Tucker re same and email to M. Levinson re same.	0.30	139.50
<i>B160 – Fee/Employment Applications Total</i>			<i>7.40</i>	<i>3,650.00</i>

**O R R I C K**

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 25

December 29, 2006
Invoice No. 1047512

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lynn T. Ernce	5.20	465.00	2,418.00
Marc A. Levinson	2.20	560.00	1,232.00
Total All Timekeepers	7.40	\$493.24	\$3,650.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 26

December 29, 2006
Invoice No. 1047512

Task B170 – Fee/Employment Objections

11/01/06	L. Ernce	Review portions of monthly fee statements from estate professionals (.40); email memo to M. Tucker and C. Harvick re Ray Quinney monthly fee statement for August and that firm has not served more recent fee statements (.10).	0.50	232.50
11/14/06	L. Ernce	Review M. Levinson comments to draft letter to A. Landis responding to US Trustee's objections and attention to revising letter to address M. Levinson comments.	0.80	372.00
11/15/06	L. Ernce	Review email from A. Landis and US Trustee's latest objections to multiple professionals' monthly fee statement, including Orrick's fee statement for September.	0.40	186.00
11/16/06	L. Ernce	Email memo to M. Levinson summarizing U.S. Trustee objection to Orrick's fee statement and next steps for responding and review M. Levinson response re same.	0.20	93.00
11/27/06	L. Ernce	Review portions of monthly fee statements circulated by professionals for FTDF and USACM committees as well as debtors' local counsel.	0.30	139.50
<i>B170 – Fee/Employment Objections Total</i>			<i>2.20</i>	<i>1,023.00</i>

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lynn T. Ernce	2.20	465.00	1,023.00
Total All Timekeepers	2.20	\$465.00	\$1,023.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 27

December 29, 2006
Invoice No. 1047512

Task B210 – Business Operations

11/20/06	L. Ernce	Obtain and review portions of debtors' monthly operating reports (.30); circulate to Diversified professionals and update Diversified Committee's website to include monthly operating reports (.30).	0.60	279.00
<i>B210 – Business Operations Total</i>			<i>0.60</i>	<i>279.00</i>

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lynn T. Ernce	0.60	465.00	279.00
Total All Timekeepers	0.60	\$465.00	\$279.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 28

December 29, 2006
Invoice No. 1047512

Task B310 – Claims Administration and Objections

11/01/06	M. Levinson	Further attention to the draft order extending time for direct lenders to file proofs of claim, including review of and response to B. Higgins and A. Loraditch email memoranda.	0.10	56.00
11/03/06	L. Ernce	Review notice of appeal filed by Prospect High Income Fund and email to M. Levinson and A. Loraditch re same; email to Diversified Committee notifying them of appeal and next steps.	0.20	93.00
11/06/06	L. Ernce	Review notices related to Prospect High Income Fund appeals and emails to M. Levinson and A. Loraditch re same.	0.20	93.00
11/09/06	L. Ernce	Review B. Olson email memo re Standard Property Development appeal and emails to B. Olson re Diversified does not have an interest in that matter (.10); review follow-up emails from B. Olson re same (.10).	0.20	93.00
11/13/06	M. Levinson	Review the various proofs of claim prepared by W. McGimsey for various Diversified Fund investors (.20); conference with B. Olson and A. Loraditch re the same and re next steps in response to the same (.20); exchange a series of email memoranda with L. Ernce and others re the status of the order extending the time to file intercompany claims (.10); review the J. Milanowski proof of interest filed in the USA Realty Advisors case and review the L. Ernce email memorandum re the same (.10).	0.60	336.00
11/14/06	M. Levinson	Telephone conversation with R. Charles re one of the large claims in the USACM case (.10); telephone conversation with A. Loraditch re omnibus objections (.10).	0.20	112.00

**ORRICK**

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 29

December 29, 2006
Invoice No. 1047512

11/14/06	L. Ernce	Review proof of interest filed by J. Milanowski against USA Capital Realty Advisors and email memo to Diversified professionals summarizing claim (.20); review M. Levinson email requesting status of order on intercompany claims and email to L. Dorsey re same (.10); review proof of interest filed by J. Milanowski against USACM and email to Diversified professionals summarizing same (.20).	0.50	232.50
11/17/06	M. Levinson	Review the proposed form of order on the motion to exclude debtors from having to file inter-company claims, interlineate a comment thereto and send to all hands under cover of an explanatory email memorandum (.20); email memorandum to B. Olson and A. Loraditch re responding to Diversified investor proofs of claim seeking damages for securities violations and review brief B. Olson responsive email memorandum (.10).	0.30	168.00
11/17/06	L. Ernce	Review draft order on intercompany claims.	0.10	46.50
11/18/06	M. Levinson	Review email memoranda re the form of order approving the extension of time to object to intercompany claims.	0.10	56.00
11/30/06	M. Levinson	Review lengthy A. Jarvis email memorandum re objecting to claims prior to the confirmation hearing.	0.20	112.00

B310 – Claims Administration and Objections Total 2.70 1,398.00

Timekeeper Summary	Hours	Rate	Amount
Lynn T. Ernce	1.20	465.00	558.00
Marc A. Levinson	1.50	560.00	840.00
Total All Timekeepers	2.70	\$517.78	\$1,398.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 30

December 29, 2006
Invoice No. 1047512

Task B320 – Plan and Disclosure Statement (including Business Plan)

11/01/06	M. Levinson	Review lengthy E. Karasik, J. Hermann and G. Garman email memoranda re plan issues (.20); exchange a series of email memorandum with R. Charles, S. Freeman, J. Hermann and M. Tucker re tomorrow's plan negotiations meeting (.10); review a series of email memoranda from L. Schwartzer, S. Strong, C. Pajak and others re a telephonic hearing on the Silver Point asset purchase agreement on November 3rd and respond to the same (.10).	0.40	224.00
11/01/06	J. Hermann	Participation in exchange of email correspondence with counsel for the Direct Lenders and the First Trust Deed committees regarding the revisions made to the plan of reorganization term sheet (.30); review and analysis of the same and current drafts of the plan of reorganization and disclosure statement in connection with upcoming further negotiations with the USACM committee on the terms of a consensual plan of reorganization (.60).	0.90	513.00
11/01/06	L. Ernce	Telephone conference with A. Loraditch re drafting Diversified Fund insert to disclosure statement (.20); review and comment upon draft statement (.30).	0.50	232.50
11/01/06	L. Ernce	Review exchange multiple emails throughout the day among debtors and committee counsel re disclosure statement issues.	0.40	186.00
11/01/06	L. Ernce	Review emails from S. Strong, C. Pajak, R. Charles and others re status of issues related to Silver Point asset purchase agreement.	0.10	46.50
11/02/06	M. Levinson	Initial review of the draft Diversified Fund insert to the disclosure statement prepared by A. Loraditch (.20); review the lengthy L. Ernce email memorandum re the same (.10); review the draft First Trust summary (.10); review lengthy E. Karasik email memorandum re the portion of the asset purchase agreement that will be the topic of tomorrow's telephonic hearing and respond to E. Karasik and C. Pajak re the same (.20); review two lengthy E. Karasik email memoranda re her most recent draft of the plan (.20).	0.80	448.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 31

December 29, 2006
Invoice No. 1047512

11/02/06	L. Ernce	Review emails re loan modification order (.10); review emails re issues related to the Silver Point asset purchase agreement and logistics for getting it to Judge Riegle (.10); review next version of revised plan term sheet (.20); emails to M. Levinson re draft Diversified Fund insert for disclosure statement and make further revisions to same (.20).	0.60	279.00
11/03/06	M. Levinson	Exchange a series of email memoranda with S. Strong and other counsel re the upcoming conference call hearing (.20); review portions of the Silver Point asset purchase agreement (.40); telephone conversation with C. Pajak and E. Karasik re the portion of the Silver Point asset purchase agreement dealing with binding borrowers as to their loan balances and re plan issues (.20) participate in conference call hearing re the Silver Point asset purchase agreement (.60); very long conference call with A. Jarvis, E. Karasik, R. Charles, C. Pajak, M. Tucker and others re Silver Point and plan issues (1.10); follow-up conversation with M. Tucker and M. Tucker (.20); review lengthy A. Jarvis email memorandum re next steps with respect to the plan and disclosure statement and review the E. Karasik response thereto (.10); review a number of email memoranda suggesting and discussing new language to the asset purchase agreement from C. Pajak, C. Carlyon, A. Jarvis and others (.20); review and revise the draft Diversified Fund insert to the disclosure statement (.80); review lengthy C. Harvick email memorandum re his comments to the draft plan circulated yesterday (.10).	3.90	2,184.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 32

December 29, 2006
Invoice No. 1047512

11/03/06	J. Hermann	Participation in exchange of email correspondence with all professionals in case regarding upcoming conference call (.20); review and analysis of asset purchase agreement in connection with issues to be discussed on such call (.40); participation in conference call with all hands regarding issues arising under asset purchase agreement and other matters (.60); participation in conference call with A. Jarvis, T. Allison, E. Karasik, G. Garman, M. Tucker, M. Levinson, C. Harvick, R. Charles, etc. regarding plan of reorganization issues (1.10); follow-up telephone conference with M. Tucker and M. Levinson regarding the same and related matters (.20); review and revision of Diversified Fund insert to disclosure statement (.30).	2.80	1,596.00
11/03/06	L. Ernce	Review next versions of joint plan term sheet under different scenarios with Diversified Fund (.50); revise next versions of revised asset purchase agreement and redlines (.30); further modify Diversified Fund's insert to the disclosure statement (.50); email memo to M. Levinson and J. Hermann re same and next steps (.10); review multiple emails among debtor and committee counsel about further changes to asset purchase agreement (.20).	1.50	697.50
11/04/06	M. Levinson	Exchange as series of email memoranda with C. Pajak re the status of the next draft of the plan (.20); review the draft plan and interlineate comments thereto (1.80); telephone conversation with K. Pajak re the same and re next steps (.20); follow-up email memorandum to M. Tucker and J. Hermann re the same (.10); participate in a series of follow-up email memoranda to J. Hermann, C. Pajak and others re the draft plan and re next steps (.20); begin reviewing the next draft of the plan (.80).	3.30	1,848.00
11/04/06	J. Hermann	Initial review and analysis of draft plan of reorganization and disclosure statement.	1.40	798.00
11/04/06	L. Ernce	Review emails re status of Diversified Fund changes to plan.	0.10	46.50



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 33

December 29, 2006
Invoice No. 1047512

11/05/06	M. Levinson	Telephone conversation with M. Tucker and C. Harvick re plan status and plan issues (.20); telephone conversation with J. Hermann re the same (.10); review the chain of email memoranda among the debtors' and the committees' professionals re a call later today and respond to the same (.10); continue reviewing and interlineating comments to the revised draft plan circulated late yesterday by C. Pajak (1.60); very long telephone conversation with J. Hermann re our comments to the same (1.10); interlineate additional comments to the draft plan and email the same to all hands (.50); very long all-hands call re the draft plan during which we go over the plan page-by-page (2.20); portion of conversation with M. Tucker devoted to plan and follow-up issues (.10); initial review of the revised draft plan circulated by C. Pajak late this afternoon (.30); review A. Jarvis email memorandum to J. McCarroll re the asset purchase agreement (.10).	6.30	3,528.00
11/05/06	J. Hermann	Extensive review and analysis of plan of reorganization and disclosure statement (1.50); telephone conference with M. Levinson regarding comments to plan of reorganization and disclosure statement (1.10); preparation of comments and proposed changes to disclosure statement (1.10); participation in lengthy conference call with professionals of debtors and all committees to review plan of reorganization and disclosure statement (2.20); follow-up telephone conference with Diversified Fund professionals regarding the same (.30).	6.30	3,591.00
11/05/06	L. Ernce	Review M. Levinson email and revised plan with Diversified Fund comments (.30); review emails from S. Freeman and S. Smith re same (.10); review email from S. Strong with proposed stipulation re balloting procedures and email from M. Levinson re same (.20).	0.60	279.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 34

December 29, 2006
Invoice No. 1047512

11/06/06	M. Levinson	<p>Continue reviewing the revised draft plan circulated yesterday by C. Pajak (.50); telephone conversation with J. Hermann re the same (.20); telephone conversation with C. Harvick and J. Hermann re next steps (.20); exchange email memoranda with L. Ernce re balloting procedures and the form of ballots (.20); review the next draft of the plan (forwarded by A. Jarvis) and review and respond to numerous email memoranda from committee counsel, debtors' counsel and financial advisors with comments thereto (2.40); very, very long all-hands call during which we go through today's draft of the plan and disclosure statement, and during which I exchange numerous email memoranda with J. Hermann and L. Ernce re the disclosure statement (3.40); follow-up conversation with L. Ernce and J. Hermann re next steps (.10); initial review of the draft plan summary prepared by C. Carlyon (.30).</p>	7.30	4,088.00
11/06/06	J. Hermann	<p>Extensive review and analysis of further revised plan of reorganization, including preparation of comments and changes to the same (1.40); extensive review and analysis of revised disclosure statement, including preparation of comments and changes to the same (1.80); participation in exchange of voluminous email correspondence with all committee representatives and debtor representatives regarding comments to plan of reorganization and suggested changes to the same (.50); review and analysis of comments to plan of reorganization received from USACM committee professionals (.40); participation in multi-hour conference call with all committee representatives and debtor representatives to discuss all comments and suggested changes to plan of reorganization and disclosure statement (3.50); follow-up telephone conference with L. Ernce and M. Levinson regarding transmission of changes to disclosure statement to debtor and timing for tomorrow's calls on the disclosure statement (.20).</p>	7.80	4,446.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 35

December 29, 2006
Invoice No. 1047512

11/06/06	L. Ernce	Attend portion of all-hands call discussing disclosure statement issues (1.70); revise and finalize Diversified Fund comments to draft disclosure statement (.30); email memo to debtors' and committees' counsel re same (.10).	2.10	976.50
11/06/06	L. Ernce	Review and comment upon draft solicitation procedures (.20); email memo to M. Levinson re questions about Diversified Fund input into extension of voting deadline and related issues and telephone conference with M. Levinson re same (.20); further revise draft solicitation procedures and email to debtors' and committee counsel re same (.30); exchange emails with S. Strong re Diversified Fund's changes to balloting procedures (.10); substantive review of next versions of disclosure statement in preparation for today's disclosure statement conference call (1.60); exchange emails with J. Hermann and M. Levinson re issues and comments re same (.30); email memo to M. Levinson and J. Hermann re my additional comments to latest version, including treatment of Diversified Fund insert (.20); draft and revise edits to next version of disclosure statement in advance of call (.70); emails with J. Hermann re same (.20).	3.80	1,767.00
11/07/06	J. Hermann	extensive review and analysis of revised disclosure statement including preparation of comments and suggested changes to the same (1.50); review and analysis of proposed changes to disclosure statement received from C. Harvick and L. Ernce (.40); review and analysis of S. Freeman's proposed changes to disclosure statement (.40); review and analysis of extensive proposed changes to disclosure statement received from First Trust Committee (.90); participation in exchange of email correspondence with Diversified Committee professionals regarding coordination of comments to disclosure statement (.30); review and analysis of several successive drafts of re-write of section of disclosure statement dealing with settlement of claims involving direct lenders (.40); review and analysis of further changes to disclosure statement received from S. Freeman (.30);	8.90	5,073.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 36

December 29, 2006
Invoice No. 1047512

11/07/06 M. Levinson

telephone conference with L. Ernce and M. Levinson regarding numerous drafts of disclosure statement circulating and delegation of tasks prior to conference call (.30); participation in multi-hour conference call with professionals from all committees and debtors regarding changes to disclosure statement and related substantive provisions of plan of reorganization (2.60); review and revision of disclosure statement insert dealing with negotiations between USACM and Diversified Committees (.60); review and analysis of several revised versions of the same (.30); review and revision of plan summary received from C. Carlyon (.40); incorporate changes received from L. Ernce into such plan summary (.20); participation in exchange of numerous emails with all committee professionals and debtor professionals regarding the same (.30).

Portion of telephone conversation with M. Tucker and C. Harvick devoted to plan and post-confirmation issues (.10); telephone conversation with J. Hermann, with L. Ernce for part, re plan issues and the various drafts of the disclosures statement in preparation for the upcoming all-hands call (.30); exchange a series of email memoranda with C. Harvick and J. Hermann re plan issues (.20); telephone conversation with S. Strong re plan issues (.10); review the proposed revised definition of "insider" in the asset purchase agreement and a number of email memoranda regarding the same, including those by counsel for the debtors, counsel for committees and counsel for Silver Point (.30); participate in portions of the all-hands call re the draft of the disclosure statement and re related plan issues, during which I agree to the revised definition of "insider" (.60); telephone conversation with A. Jarvis and L. Ernce re plan issues (.20); review numerous email memoranda from R. Charles, E. Karasik, J. Hermann and others re proposed inserts to and changes to the draft disclosure statement and respond to a number of them (.50); review the exchange of L. Ernce and C. Harvick follow-up email memoranda in response to the request by A. Jarvis that we

3.80 2,128.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 37

December 29, 2006
Invoice No. 1047512

		provide information about excluded loans (.20); email memorandum to A. Jarvis re the same (.10); further review of the draft plan summary and review the suggested changes submitted by a number of counsel and interline comments thereto (.50); email my interlineated comments to all hands under cover of an explanatory memorandum (.10); review numerous follow-up email memoranda by C. Carlyon, C. Pajak, G. Garman, A. Jarvis, R. Charles, S. Freeman, L. Schwartzer and other counsel, and review the draft plan summary in light of the suggested changes (.60).		
11/07/06	L. Ernce	Participate in all-hands conference call re disclosure statement issues.	1.60	744.00
11/07/06	L. Ernce	Continue reviewing and revising latest draft of disclosure statement (.90); review portions of amended chapter 11 plan (.60); email memo to Diversified Committee professionals re same (.10); review S. Freeman emails and USACM committee's comments to revised disclosure statement (.20); further revisions to latest disclosure statement draft to include my comments and comments from C. Harvick (.50); review J. Hermann email re status of his comments (.10); review J. Hermann revisions to disclosure statement (.10); email memo to debtors' and committees' counsel re next set of Diversified Committee comments and changes to disclosure statement (.10); review First Trust Committee's comments and edits to disclosure statement (.20); review additional USACM changes to disclosure statement and redline (.10); review emails from G. Garman re direct lender comments to revised disclosure statement (.10); email memo to J. Hermann re comments about First Trust Committee's revisions to disclosure statement and J. Hermann's response (.10); review redline of comments showing USACM edits to direct lenders' comments (.10); review emails from C. Harvick and M. Levinson re certain changes about Diversified Committee made by First Trust Committee counsel (.10); review further exchanges of emails between USACM and direct lender counsel about further changes to disclosure statement (.20); review	5.10	2,371.50



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 38

December 29, 2006
Invoice No. 1047512

		J. Hermann emailed comments re revisions to disclosure statement (.10); review extensive exchange of emails among debtors' and committees' counsel re additional changes and issues related to the disclosure statement (.40); review emails and draft language describing the USACM sale (.20); email memorandum to M. Levinson and J. Hermann re my comments to same (.10); review C. Carlyon email and review and comment upon draft disclosure statement summary (.30); email memo to J. Hermann re my comments so he can add any comments as well (.10); review J. Hermann email to C. Carlyon and further revised disclosure statement summary (.10); review further multiple exchanges about disclosure statement among all debtors and committees' counsel (.40).		
11/07/06	L. Ernce	Telephone conference with M. Levinson and A. Jarvis re plan and disclosure statement issues (.20); email to C. Harvick re question posed by A. Jarvis about DTDF loans.	0.30	139.50
11/08/06	J. Hermann	Review and analysis of redline of plan of reorganization showing changes made on version filed with Bankruptcy Court (.30); review and analysis of errata to plan of reorganization (.10); review and analysis of final version of disclosure statement filed with Bankruptcy Court (.30).	0.70	399.00
11/08/06	M. Levinson	Telephone conversation with J. Hermann re next steps with respect to the plan (.20); review the next version of the disclosure statement (circulated by C. Pajak) and the blackline comparing it to last's night's version (1.20); review follow-up email memoranda re the plan and disclosure statement (.20).	1.60	896.00
11/08/06	L. Ernce	Review debtors' errata to second amended plan, debtors' coversheet summary of disclosure statement and portions of disclosure statement filed by debtors last evening (.40); email to Diversified professionals re same (.10); review E. Karasik email and redlined version of plan (.20); review draft notice of confirmation and solicitation procedures (.20).	0.50	232.50



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 39

December 29, 2006
Invoice No. 1047512

11/09/06	M. Levinson	Review numerous email memoranda re the filing of the confirmation procedures pleadings sent by C. Carlyon, C. Pajak, E. Karasik, A. Jarvis, R. Charles and others (.20); review lengthy A. Jarvis email memoranda re confirmation procedures and her proposed presentation of the same at the November 13th hearing (.10); review the exchange of follow-up email memoranda from E. Karasik and others (.10); review and analyze the email memorandum from S. Lavigna of the SEC re the failure to disclose information re post-Effective Date governance information, and review and analyze the lengthy A. Jarvis and R. Charles email memoranda in response thereto (.20); review A. Jarvis email memorandum re possible changes to the plan to deal with issues in USA Capital Realty and re a conference call tomorrow morning re the same (.10).	0.70	392.00
11/09/06	L. Ernce	Review bid procedures order and email to Diversified Committee professionals re same (.20); review emails re filing of proposed balloting and confirmation procedures from E. Karasik and A. Jarvis (.10); review email from C. Pajak and revisions to proposed confirmation procedures and review follow up emails from A. Jarvis and E. Karasik re same (.20); review First Trust Committee clean-up changes to the disclosure statement (.30); review R. Charles comments to proposed confirmation procedures and email to debtor and committee counsel re my comments to same (.10); review multiple emails from committee counsel re additional clean-up changes to disclosure statement (.20).	1.10	511.50
11/09/06	J. Hermann	Review and analysis of proposed changes to plan of reorganization (.30); review and analysis of email regarding inquiries of SEC as to disclosure of post-reorganization management and compensation of the same (.20); consideration and analysis of issues in connection with the same and timing with respect to Diversified Committee selection of CEO for Post-Effective Date DTDF (.20).	0.70	399.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 40

December 29, 2006
Invoice No. 1047512

11/10/06	J. Hermann	<p>Participation in all-hands conference call to discuss treatment of USA Realty Advisors in plan of reorganization and fact that current version of plan of reorganization assumes no assets of such debtor, which is incorrect (.70); telephone conference with A. Jarvis and M. Levinson regarding such issues and reasons why Diversified Fund should forgo any claim to cash on hand of USA Realty Advisors (.20); portion of telephone conference with A. Jarvis, C. Harvick, J. Atkinson, M. Levinson and M. Haftl regarding treatment of Diversified Fund claim against USA Realty Advisors and related topics (.20); participation in follow-up all hands conference call regarding proposal for treatment of Diversified Fund claim against USA Realty Advisors and regarding liquidation analysis as to the same and related issues (.50); extensive review and analysis of alternative plan of reorganization proposal just received involving pooling of assets among USACM, Diversified Fund and Investment Partners (1.20); participation in telephone conferences with R. Charles, A. Jarvis and M. Levinson regarding such proposal, substance of the same, need for prompt and decisive response to the same and related matters (.40); preparation of comments to such proposal pointing out challenges to the same (.30); participation in exchange of email correspondence with Diversified Fund professionals regarding the same (.20).</p>	3.70	2,109.00
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O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 41

December 29, 2006
Invoice No. 1047512

11/10/06	M. Levinson	All-hands conference call re plan, disclosure statement and other issues (.70); portion of long telephone conversation with A. Jarvis, J. Fasel, M. Haftl, C. Harvick and J. Hermann devoted to plan issues (.20); draft revise and finalize an email memorandum to S. Lavigna of the SEC re the Diversified Committee's deliberations with respect to staffing the Post-Effective Date entities and committees (.40) follow-up all-hands call plan, disclosure statement and other issues (.50); review the draft First Trust Committee letter in support of the plan and exchange brief email memoranda re the same with L. Ernce and J. Hermann (.20); initial review of the draft order approving disclosure statement circulated by E. Karasik (.20); review the exchange of follow-up email memoranda from A. Jarvis and E. Karasik (.10); initial review of the draft letter to Diversified Fund investors in support of the plan, as drafted by L. Ernce (.20).	2.50	1,400.00
11/10/06	L. Ernce	Review First Trust letter re support of plan (.10); draft and revise letter to be sent to Diversified Fund investors indicating Diversified Committee's support of plan (.50); email to M. Levinson re same (.10).	0.70	325.50
11/10/06	L. Ernce	Review draft proposal from Racebrook and multiple emails from J. Hermann re his comments in response to proposal.	0.80	372.00
11/11/06	M. Levinson	Review a series of lengthy email memoranda exchanged between R. Charles, G. Garman, A. Jarvis and others re the treatment of servicing fees and related issues under the plan (.20); review the next draft of the order approving the disclosure statement and review a series of email memoranda from estate professionals commenting on the same and making suggestions for certain changes (.20); review lengthy J. Gordon email memorandum re disclosure statement issues (.10).	0.50	280.00
11/11/06	J. Hermann	Further review and analysis of Racebrook proposal (.30); further consideration and analysis of reasons the same should be rejected outright (.10); participation in exchange of email correspondence with debtor and committee professionals regarding the same (.30).	0.70	399.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 42

December 29, 2006
Invoice No. 1047512

11/11/06	L. Ernce	Review next versions of draft order approving disclosure statement and redlines.	0.30	139.50
11/12/06	M. Levinson	Review and analyze the version of the plan circulated late yesterday in blacklined format and review R. Charles email memorandum containing his comments thereto (1.10); telephone conversations with S. Freeman, C. Harvick and J. Hermann re plan issues and draft (.40), revise and finalize an email memorandum to all hands re my comments (.30); exchange numerous email memoranda with estate professionals re the draft plan, including several with E. Karasik in response to my earlier comments (.40) telephone conversation with C. Harvick and J. Hermann re aspects of the draft plan (.50); exchange a series of email memoranda with J. Hermann relating to post-effective date access to data and records (.20); draft and revise an insert to the plan re and email to J. Hermann and C. Harvick re the same (.30); review their responsive email memoranda and suggested changes (.20).	3.40	1,904.00
11/12/06	J. Hermann	Review and analysis of new version of plan of reorganization (1.10); telephone conferences with M. Levinson, S. Freeman and C. Harvick regarding changes to the same (.40); telephone conference with C. Harvick and M. Levinson regarding provisions of plan dealing with post-reorganization access by Diversified Fund to records and equipment and related matters (.50); preparation of revised language to include within plan of reorganization addressing such issues (.70); review and analysis of changes to the same made by M. Levinson (.20); transmit revised language to debtor counsel for inclusion within the plan of reorganization (.10); participation in exchange of email correspondence with debtor professionals and Diversified Committee professionals regarding the same (.20).	3.20	1,824.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 43

December 29, 2006
Invoice No. 1047512

11/13/06	M. Levinson	Travel to Las Vegas for the hearing on the disclosure statement and continue preparing for the same en route (2.50); conferences prior to the hearing with a number of professionals including A. Jarvis, J. Gordon and C. Harvick (.40); attend the disclosure statement hearing (2.70); portion of telephone conversation with M. Tucker devoted to plan and disclosure statement issues and to the possible mediation with the USACM Committee over the remaining plan issues (.20); travel from Las Vegas to Sacramento (2.50); exchange of end-of-the-day email memoranda with L. Ernce and J. Hermann re next steps in review of the next drafts of the plan and disclosure statement (.10).	8.40	4,704.00
11/13/06	J. Hermann	Participation by telephone in portion of hearing on disclosure statement and other matters on calendar (.80 - billed at half time); review and analysis of proposed changes to disclosure statement as a result of such hearing (.30); review and analysis of notice of sale and order on the auction of assets (.20); review and analysis of proposed order approving disclosure statement (.20); review and analysis of email from all hands providing changes to the same (.30).	1.80	1,026.00
11/14/06	E. Lefever	Telephone conference with M. Levinson re background and amending the Diversified Fund operating agreement.	0.30	145.50
11/14/06	M. Levinson	Begin reviewing changed provisions of the draft of the disclosure statement emailed by S. Strong to all estate professionals late last night (.60); telephone conversation with J. Hermann re the disclosure statement and the plan and related matters (.50); email memorandum to M. Tucker with questions about a portion of the disclosure statement (.10); telephone conversation with R. Charles re plan matters (.20) telephone conversation with M. Tucker re the disclosure statement, with J. Hermann for part (.30); review email memoranda from C. Carlyon, S. Smith, R. Charles and others re the draft hypotheticals in last night's draft of the disclosure statement (.20); telephone conversation with S. Strong, E. Monson, M. Tucker and J. Hermann re various parts of the disclosure statement, with C. Harvick for part	5.60	3,136.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 44

December 29, 2006
Invoice No. 1047512

	(.60); telephone conversation with C. Harvick, M. Tucker and J. Hermann re disclosure statement and re the plan matters (.20); telephone conversation with L. Lefever re background and the Diversified Fund operating agreement (.30); review portions of the disclosure statement relating to the USACM/Direct Lender compromises (.30); exchange email memoranda with M. Tucker re the same and with E. Monson re correcting an error in the same (.10); review a series of email memoranda from A. Jarvis, S. Smith, G. Garman and R. Charles re treatment in the plan of the remaining \$2.6 million in the collection account received prior to the petition (.20); review the form of USACM Committee recommendation letter and exchange follow-up email memoranda with L. Ernce and A. Loraditch re the same (.20); review tonight's versions of the plan and disclosure statement, send email memoranda to all hands re comments on the same, exchange a number of email memoranda with J. Hermann, M. Tucker and C. Harvick re the same and review numerous email memoranda from other counsel in the case including P. Hunt, S. Strong, C. Pajak and E. Karasik re their comments on the two documents (1.80).			
11/14/06	L. Ernce	Review A. Loraditch comments to draft committee support letter (.10); further revise draft Diversified Committee support letter (.30); exchange emails and telephone conferences with A. Loraditch re further changes to same (.20); review and comment upon next version of draft letter in email to A. Loraditch (.20); review Silver Point's proposed edits to disclosure statement (.20); review emails from M. Levinson re status of Diversified Fund's comments to same (.10)	1.10	511.50



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 45

December 29, 2006
Invoice No. 1047512

11/14/06	J. Hermann	Review and analysis of revised plan of reorganization and revised disclosure statement circulated by S. Strong, as well as prior draft of disclosure statement (2.90); telephone conference with E. Monson, S. Strong, C. Harvick, M. Tucker and M. Levinson regarding USACM as LLC manager of Diversified Fund, and resulting claim against USACM and numerous related matters related to the same and disclosures to be included within disclosure statement (.60); preparation of addition to disclosure statement dealing with \$20 million claim (.50); telephone conference with M. Tucker, C. Harvick and M. Levinson regarding disclosure statement issues, including USACM/Direct Lender compromises on prepetition LSA fees and prepaid interest and need to clarify that Diversified Fund has not agreed to the same (.20); review and analysis of portions of plan of reorganization and disclosure statement bearing upon the same (.30); review and analysis of further draft of plan of reorganization and disclosure statement (1.40); participation in exchange of email correspondence regarding the same with Diversified Committee professionals (.20).	6.10	3,477.00
11/14/06	L. Ernce	Review Diversified Committee support letter from USACM and M. Levinson email re same.	0.10	46.50
11/14/06	L. Ernce	Telephone conference with R. Worthen re finalizing Diversified Committee support letter for joint plan (.20); revise and finalize letter (.20) and email to S. Strong for inclusion in voting package (.10).	0.50	232.50
11/14/06	L. Ernce	Review First Trust clean-up changes to latest version of disclosure statement (.30); review multiple exchanges of emails among debtors and committee counsel re further changes to disclosure statement and review next versions (.50).	0.80	372.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 46

December 29, 2006
Invoice No. 1047512

11/15/06	M. Levinson	Review the proposed order approving the disclosure statement, the ballots, etc. and email memorandum to all hands with my comments thereon (.40); exchange a series of numerous follow-up email memoranda with S. Strong, R. Charles, G. Gordon, A. Landis and others re the form of order (.30); review the lengthy S. Freeman email memorandum to candidates for the USACM Trustee position and review her follow-up email memorandum to estate professionals re the same and the selection process (.20).	0.90	504.00
11/16/06	E. Lefever	Conference with M. Levinson regarding background relating to amending the operating agreement.	0.50	242.50
11/16/06	M. Levinson	Telephone conversation with L. Lefever re background facts and re the needed revisions to the Diversified Fund operating agreement (.50); review key documents and pleadings and email a number of them to E. Lefever in three separate emails (.30); telephone conversation with G. Berman re service as trustee of the USACM Trust (.10); review S. Freeman email memoranda re the selection of the USACM liquidation trust and analysis re selection of the DTDF Administrator (.10); portion of long telephone conversation with M. Tucker devoted to discussing the role and selection of the DTDF Administrator (.40).	1.40	784.00
11/16/06	J. Hermann	Telephone conference with M. Levinson regarding need for selection of CEO of Post-Effective Date DTDF.	0.10	57.00
11/17/06	M. Levinson	Telephone conversation with L. Hill, a candidate to be the DTDF Administrator (.30); portion of long telephone conversation with J. Hermann devoted to the DTDF Administrator (.20); lengthy email memorandum to L. Hill re case and plan background (.20); exchange email memoranda with S. Freeman re the process for selecting the USACM Trustee and send a follow-up email memorandum to M. Tucker, C. Harvick and J. Hermann re the same (.20); exchange a series of follow-up email memoranda with J. Hermann re the same (.10); further analysis re corporate governance issues of Post-Effective Date DTDF (.20).	1.20	672.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 47

December 29, 2006
Invoice No. 1047512

11/17/06	J. Hermann	Telephone conference with potential candidate for CEO position with reorganized Diversified Fund regarding background information and duties (.80); preparation of materials for all Diversified Fund CEO candidates to review (.60); consideration and analysis of governance of reorganized Diversified Fund for purposes of revised operating agreement (.40).	1.80	1,026.00
11/18/06	M. Levinson	Review R. Charles email memorandum re a candidate for the USACM trustee job, email memorandum to the Diversified Committee professionals re the same and exchange follow-up email memoranda with B. Olson and J. Hermann re the same.	0.20	112.00
11/19/06	E. Lefever	Review summary statement of treatment of creditors, disclosure statement and the existing Diversified Fund operating agreement.	2.30	1,115.50
11/19/06	M. Levinson	Exchange of email memoranda with M. Tucker re the upcoming interviews of candidates to be the USACM Trustee and review C. Harvick email memorandum re a candidate for the USACM Trustee position.	0.10	56.00
11/20/06	E. Lefever	Review plan of reorganization.	1.20	582.00
11/20/06	M. Levinson	Email memorandum to R. Charles re a candidate for the USACM liquidating trustee position (.10); initial review of the resumes of the various candidates for the USACM liquidating trustee position (.30); email memorandum to the Diversified Fund professionals re the USACM liquidating trustee candidate (.10); review and analyze the lengthy email memorandum from D. Cangelosi to unspecified investors urging rejection of the plan (.70); initial review of lengthy E. Lefever email memorandum raising a number of questions and issues relating to the amended Diversified Fund operating agreement she is drafting (.20); further analysis re corporate governance of the Post-Effective Date DTDF (.20).	1.60	896.00
11/20/06	L. Ernce	Review long email from D. Cangelosi forwarded by R. Worthen calling upon investors to join forces and oppose the plan.	0.20	93.00
11/21/06	G. Bolding	Discussion with L. Lefever regarding revising the operating agreement; initial review of operating agreement.	1.00	665.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 48

December 29, 2006
Invoice No. 1047512

11/21/06	E. Lefever	Conference with M. Levinson regarding operating agreement (.40); further review of the plan (.60).	1.00	485.00
11/21/06	K. Thomas	Conference with M. Levinson re the D. Cangelosi letter to investors urging a vote against the plan and related background facts (.20); research disclosure statement and other issues relating to such letter (2.60); conference with M. Levinson re the results of my research (.30); further research on disclosure statement based on conversation with M. Levinson (1.00); conference with M. Levinson re the results of research (.10); participate in conference call among estate professionals re the same (.80); follow-up discussion with M. Levinson re reviewing drafts of motion to be circulated in response to the D. Cangelosi letter (.10).	5.10	1,912.50



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 49

December 29, 2006
Invoice No. 1047512

11/21/06	M. Levinson	<p>Further review of last night's D. Cangelosi email memorandum and forward the same to all estate professionals under cover of an email memorandum (.40); exchange follow-up email memoranda with E. Karasik re the same (.10); review follow-up email memoranda from many estate professionals including R. Charles, S. Strong, G. Garman, S. Freeman and others (.20); in light of the D. Cangelosi email memorandum, conference with K. Thomas re research project relating to disclosure statements and communications to creditors and equity holders (.20); telephone conversation with E. Karasik re the D. Cangelosi email memorandum (.20); telephone conversation with G. Gordon re the same (.20); exchange email memoranda with J. Hermann re the same (.10); long telephone conversation with E. Lefever re the form of operating agreement (.50); review E. Lefever follow-up email memorandum containing a few questions and forward the same, after revising it, to M. Tucker and C. Harvick (.20); review K. Thomas memorandum re disclosure issues (.30); conference with K. Thomas re the same and re next steps (.20); follow-up conference with K. Thomas re the disclosure issues (.20); all-hands conference call among committee professionals re the Cangelosi/Uhl letter (.80); long telephone conversation with M. Tucker and J Hermann re the same (.30); follow-up email memorandum to E. Lefever re additional issues relating to the draft operating agreement (.10); telephone conversation with L. Hill re the DTDF Administrator position (.30).</p>	4.30	2,408.00
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O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 50

December 29, 2006
Invoice No. 1047512

11/21/06	J. Hermann	Participation in conference call with debtor and committee professionals regarding response to solicitation to vote against plan of reorganization and pleadings to be filed tomorrow addressing the same and to be heard next Tuesday (.80); telephone conference with M. Tucker and M. Levinson regarding process for selection of CEO of Post-Effective Date DTDF, and other plan related issues (.30); telephone conference with candidate for Post-Effective Date DTDF CEO regarding responsibilities of position, composition of loan portfolio, challenges of collection of strange loans in the portfolio and related matters (.80).	1.90	1,083.00
11/22/06	G. Bolding	Review and respond to emails regarding use of the LLC format; further review of the existing operating agreement.	0.70	465.50
11/22/06	K. Thomas	Send email from M. Levinson re draft motion in response to the D. Cangelosi to Call to Action Letter, and review response to same (.10); review draft motion for legal analysis and send summary of same to M. Levinson (.30).	0.40	150.00
11/22/06	E. Lefever	Draft amended operating agreement.	4.40	2,134.00
11/22/06	J. Hermann	Review and analysis of additional solicitation of votes against plan of reorganization (.20); review and revision of multiple versions of proposed form of supplemental disclosure (1.20); participation in exchange of email correspondence with all committee professionals and debtor professionals regarding the same and issues in connection with filing of motion seeking approval of the same (.50); telephone conference with M. Tucker and M. Levinson regarding issues in connection with additional disclosure and potential impact of the same upon future litigation efforts (.30); review and revision of form of motion seeking authorization for additional disclosure (.30); review and analysis of final form of such pleadings (.10).	2.60	1,482.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 51

December 29, 2006
Invoice No. 1047512

11/22/06	J. Hermann	Telephone conference with D. Hickey regarding plan implementation issues and selection of CEO candidate for Post-Effective Date DTDF (.20); participation in conference call with L. Hill, D. Hickey and M. Levinson regarding assets in portfolio, challenges in collecting loans and otherwise implementing plan of reorganization, and numerous related matters all in connection with task of selection of post-effective date CEO (1.20); further telephone conference with Mr. Castine regarding such issues and related matters (.40).	1.80	1,026.00
11/22/06	M. Levinson	Review of the D. Cangelosi follow-up email memorandum to various lenders, investors and professionals sent late last night (.40); email memorandum to estate professionals re the same (.20); review the draft response to the first D. Cangelosi email memorandum prepared and circulated by E. Karasik last night (.50); review the revised draft prepared by G. Gordon (.30); telephone conversation with C. Pajak re the foregoing (.10); redraft the draft bullet points response prepared by E. Karasik (1.60); review a series of J. Hermann and M. Tucker email memoranda re the various drafts (.20); telephone conversation with C. Carlyon re the drafts (.10); review R. Charles and C. Carlyon suggested versions to the same (.30); exchange further emails with J. Hermann and M. Tucker (.10); telephone conversation with J. Hermann and M. Tucker (.30); further review of the R. Charles draft, and draft an insert to the same (.20); review the next draft sent by C. Pajak (.50); email to all professionals re the same and exchange a number of follow-up email memoranda with them (.40) very long telephone conversation with potential DTDF Administrators L. Hill and D. Hickey with J. Hermann (1.20); review next draft of the motion and the C. Carlyon proposed changes thereto (.40); email memorandum to all hands with my comments thereto (.20); telephone conversation with A. Parlen re my comments to the draft bullet points (.10); telephone conversation with H. Grobstein, candidate to be the USACM Trustee (.30); telephone conversation with M. Tucker re the same (.20).	7.50	4,200.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 52

December 29, 2006
Invoice No. 1047512

11/22/06	J. Hermann	Telephone conference with D. Hickey regarding his preliminary questions as to CEO position (.20); participation in long conference call with M. Levinson, D. Hickey and L. Hill, prospective CEO candidates, regarding background facts, status of loan portfolio and numerous related issues (1.20).	1.40	798.00
11/24/06	M. Levinson	Review lengthy R. Charles email memorandum re the draft liquidating trust for USACM (.20); review the lengthy L. Hill email memorandum re the qualifications of Hickey & Hill to be the DTDF Administrator (.10).	0.30	168.00
11/26/06	G. Bolding	Initial review of amended operating agreement from L. Lefever (.60); review and respond to email from L. Lefever (.10).	0.70	465.50
11/26/06	E. Lefever	Continue drafting revised operating agreement (2.50); review member K-1s and top line fund information (.70).	3.20	1,552.00
11/26/06	M. Levinson	Lengthy email memorandum to J. Hermann re the qualifications materials provided by Hickey & Hill (.20); portion of long telephone conversation with J. Hermann devoted to plan and post-confirmation issues, including selecting the USACM Trustee and the DTDF Administrator (.30); review E. Lefever email memorandum re the draft operating agreement and respond via email (.10); review the R. Castine email memorandum re his qualifications to serve as the DTDF Administrator (.10).	0.70	392.00
11/27/06	G. Bolding	Brief meeting with L. Lefever regarding allocations, distributions and amended LLC Agreement (.10); further review of revised draft operating agreement and proposed amendments (1.20); review additional documents from L. Lefever in connection with the same (1.40).	2.70	1,795.50
11/27/06	E. Lefever	Draft and revise operating agreement (1.80); office conferences thereon with G. Bolding (.40); phone conferences thereon with M. Levinson (.40); phone conference regarding company financials with Mr. Harvick (.30).	2.90	1,406.50



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 53

December 29, 2006
Invoice No. 1047512

11/27/06	J. Hermann	Review and analysis of opposition filed by D. Cangelosi to request for supplemental disclosure (.40); review and analysis of prior pleadings in connection with the same and in preparation for tomorrow's hearing on the same (.20).	0.60	342.00
11/27/06	M. Levinson	Further review of the resumes, statement of qualifications, etc., of candidates for the DTDF Administrator position, including those of M. Carmel, R. Castine, L. Hill and M. Tucker (.30); exchange a series of email memoranda with M. Tucker re the same (.10); exchange email memoranda with R. Castine (.10); begin reviewing the draft revised operating agreement (.60); telephone conversation with L. Lefever re the same (.20); telephone conversation with M. Tucker re plan issues (.20); continue reviewing the draft revised operating agreement (.40); telephone conversation with L. Lefever re aspects thereof and re her conversations with C. Harvick and with tax partner G. Bolding re tax issues (.30); revise the WHEREAS clause portion and email to L. Lefever (.30); separate email memorandum to each of the four candidates about the upcoming interviews in Las Vegas (.20); telephone conversation with J. Hermann re selection of the USACM Trustee and re the A. Smith reply brief filed on behalf of D. Cangelosi (.30).	3.00	1,680.00
11/27/06	J. Hermann	Telephone conference with R. Castine regarding his candidacy to be CEO and his many questions regarding duties and assets of Diversified Fund (.50); telephone conference with M. Levinson regarding upcoming committee meeting and selection process (.10).	0.60	342.00
11/27/06	L. Ernce	Review emails and resume materials for candidates for Diversified Administrator.	0.50	232.50
11/28/06	G. Bolding	Review revised agreement from L. Lefever; prepare revisions to same.	0.80	532.00
11/28/06	E. Lefever	Revise operating agreement per discussions during 11-27-06 committee meeting and distribute same internally (2.20); telephone conference with M. Levinson regarding comments to operating agreement and revise same in accordance therewith (1.20).	3.40	1,649.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 54

December 29, 2006
Invoice No. 1047512

11/28/06	J. Hermann	Further review and analysis of pleadings bearing upon today's hearing on motion seeking supplemental disclosure (.40); participation in Bankruptcy Court hearing on the same (1.30); participation in exchange of email correspondence regarding the same with Diversified Committee professionals (.20); telephone conference with Diversified Committee professionals regarding results of hearing and likely next steps of D. Cangelosi to seek to oppose plan of reorganization (.30); review and analysis of proposed order (.20).	2.40	1,368.00
11/28/06	M. Levinson	Carefully review and interlineate comments to the draft operating agreement (2.80); email memorandum to L. Lefever re the same (.10); long telephone conversation with L. Hill re case background and re the DTDF Administrator position (.50); long telephone conversation with M. Carmel re case background and re the DTDF Administrator position (.40); long telephone conversation with E. Lefever re my comments (.40); follow-up email memorandum to M. Carmel (.10); portion of long telephone conversation with J. Hermann devoted to plan issues, including the selection of the DTDF Administrator and today's hearing on the four committees' proposed supplemental disclosure (.30).	4.60	2,576.00
11/29/06	G. Bolding	Review and prepare revisions to revised operating agreement.	0.70	465.50
11/29/06	E. Lefever	Revise amended operating agreement and distribute internally.	2.20	1,067.00
11/29/06	M. Levinson	Portion of long telephone conversation with M. Tucker devoted to plan, DTDF Administrator and related issues (.20); exchange of email memoranda with G. Berman, one of the candidates for the USACM Trustee position (.10); portion of a telephone conversation with J. Hermann and A. Loraditch devoted to plan issues (.10); telephone conversation with R. Charles re the selection of the USACM Trustee (.10); telephone conversation with J. Hermann re the same (.10); follow-up email memorandum to M. Tucker (.10).	0.70	392.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 55

December 29, 2006
Invoice No. 1047512

11/30/06	L. Ernce	Review debtors' notice of executory contracts and unexpired leases and direct lender supplement (.10); emails to Diversified Committee professionals re same (.10).	0.20	93.00
11/30/06	G. Bolding	Review of new version of operating agreement in preparation for meeting with L. Lefever (.70); meeting with L. Lefever regarding the same (.30); review new draft of the agreement pursuant to meeting (.80).	1.80	1,197.00
11/30/06	E. Lefever	Conference with G. Bolding re the revised draft (.30); telephone conversation with C. Harvick re the draft (.20); revise and distribute operating agreement (1.10).	1.60	776.00
11/30/06	J. Hermann	Telephone conference with M. Tucker, M. Levinson and M. Carmel (portion) regarding USACM committee selection of USACM trust administrator and related matters.	1.00	570.00
11/30/06	M. Levinson	Telephone conversation with M. Carmel re the Diversified Committee's selection of the DTDF Administrator (.10); portion of long conference call re next steps with S. Strong, A. Jarvis, E. Monson, M. Tucker and J. Hermann devoted to plan issues (.10); exchange a series of email memoranda with J. Reed, R. Charles, M. Kvarda, F. Merola, M. Tucker and others re a suggested December 6th meeting prior to the December 7th auction (.20); telephone conversation with M. Tucker and J. Hermann re the December 6th meeting, re the USACM trustee selection process and re other plan matters, with M. Carmel for part (.70); telephone conversation with J. Sullivan, a representative of a potential purchaser of Diversified Fund assets (.20); telephone conversation with M. Tucker re the same (.10); review the lengthy late-night email memorandum from A. Jarvis re the Silver Point positions on overbids, the auction and related matters and analysis re next steps in light of the same (.20).	1.60	896.00

B320 – Plan and Disclosure Statement (including Business Plan) Total 196.20 106,371.00

**ORRICK**

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 56

December 29, 2006
Invoice No. 1047512

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grady M. Bolding	8.40	665.00	5,586.00
Lynn T. Ernce	23.50	465.00	10,927.50
Jeffery D. Hermann	59.20	570.00	33,744.00
Elizabeth Harris Lefever	23.00	485.00	11,155.00
Marc A. Levinson	76.60	560.00	42,896.00
Katherine S. Thomas	5.50	375.00	2,062.50
Total All Timekeepers	196.20	\$542.16	\$106,371.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 57

December 29, 2006
Invoice No. 1047512

Task B503 – Litigation

11/06/06	L. Ernce	Review emails from M. Levinson and A. Loraditch re 2004 examination of USA Real Estate and related issues.	0.10	46.50
11/08/06	J. Hermann	Review and analysis of materials on USA Commercial Real Estate Group in connection with tomorrow's 2004 examination of J. Milanowski (.30); telephone conferences with A. Loraditch and C. Harvick regarding questions to be asked at such 2004 examination and related matters (.40); telephone conference with M. Levinson regarding issues in connection with the same (.10); review and analysis of further email from C. Harvick and attached documentation providing areas of inquiry for tomorrow's 2004 examination (.20).	1.00	570.00
11/09/06	J. Hermann	Review and analysis of motion to file under seal from J. Milanowski's counsel (.10); participation in exchange of email correspondence with debtor professionals and Diversified Committee professionals regarding the same (.10).	0.20	114.00
11/09/06	L. Ernce	Review notice re motion for protective order filed by J. Milanowski and emails to Diversified Committee professionals re same (.10); telephone conference with M. Levinson re same (.10).	0.20	93.00
11/10/06	J. Hermann	Telephone conference with A. Loraditch and M. Levinson (portion) regarding results of 2004 examination of J. Milanowski yesterday and numerous related issues (.60); telephone conference with C. Harvick regarding Great White lawsuit, request for assistance in establishing lis pendens against Royal Hotel and related issues (.20).	0.80	456.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 58

December 29, 2006
Invoice No. 1047512

11/14/06	J. Hermann	Review and analysis of pleadings and docket sheets for state court litigation involving Royal Hotel in connection with Great White Investments requests that Diversified Committee provide assistance (.70); participation in exchange of email correspondence with Diversified Committee professionals regarding the same (.20).	0.90	513.00
11/14/06	M. Levinson	Review email memoranda re the Great White lis pendens litigation (.20); email memorandum to A. Jarvis re the same (.10).	0.30	168.00
11/15/06	L. Ernce	Review order denying J. Milanowski's motion to seal and email to Diversified professionals re same.	0.10	46.50
11/21/06	L. Ernce	Review notice of protective order motion filed by J. Milanowski and emails to Diversified Committee professionals re same (.10); review A. Loraditch email and protective order pleadings (.20).	0.30	139.50
11/22/06	M. Levinson	Review a series of E. Monson, R. Charles and J. Hermann email memoranda re 2004 examinations of Investment Partners and J. Milanowski.	0.20	112.00
11/22/06	J. Hermann	Participation in exchange of email correspondence with E. Monson and committee professionals regarding 2004 examination of USA Investment Partners and arrangements relating to the same (.20); review and analysis of motion for protective order filed on behalf of USA Investment Partners (.30); formulation of potential response to the same (.20); review and analysis of file materials in connection with the same (.20).	0.90	513.00
11/28/06	J. Hermann	Review and analysis of proposed 2004 requests of debtors directed to Investment Partners and related entities and categories of documents included within requests (.30); participation in exchange of email correspondence with Debtor counsel regarding questions as to whether research had been done on preclusive effect of committees joining in such requests (.20).	0.50	285.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 59

December 29, 2006
Invoice No. 1047512

11/29/06	J. Hermann	Consideration and analysis of issues regarding whether to include Diversified Committee as moving parties in 2004 examinations to be scheduled by Debtors (.20); review and analysis of proposed 2004 requests (.20); participation in exchange of email correspondence with E. Monson regarding the same (.10).	0.50	285.00
11/29/06	M. Levinson	Review E. Monson, J. Hermann, R. Charles, E. Karasik and other email memoranda re the upcoming Rule 2004 examinations and telephone conversation with J. Hermann re next steps with respect to the same.	0.30	168.00
<i>B503 – Litigation Total</i>			<i>6.30</i>	<i>3,509.50</i>

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lynn T. Ernce	0.70	465.00	325.50
Jeffery D. Hermann	4.80	570.00	2,736.00
Marc A. Levinson	0.80	560.00	448.00
Total All Timekeepers	6.30	\$557.06	\$3,509.50



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 60

December 29, 2006
Invoice No. 1047512

Task B504 – EPIC Loan

11/07/06	J. Hermann	Initial review and analysis of new sales agreement for sale of Marquis Villas condominiums (.30); participation in exchange of email correspondence with Diversified Committee professionals regarding the essential terms of the same and issues arising as a result of the same (.20).	0.50	285.00
11/09/06	M. Levinson	Review A. Jarvis email memorandum re next steps with respect to the Epic obligation.	0.10	56.00
11/15/06	M. Levinson	Portion of long telephone conversation with C. Harvick and J. Hermann devoted to collecting the Epic loan (.20); portion of long telephone conversation with A. Jarvis, T. Allison, R. Koe, M. Tucker, C. Harvick and J. Hermann re the foregoing and re next steps (.10).	0.30	168.00
11/15/06	J. Hermann	Portion of telephone conference with C. Harvick and M. Levinson dealing with strategy for ensuring that sale of Epic related Marquis Villas condominiums does not close without receiving assurance of payment to Diversified Fund and related issues.	0.30	171.00
11/28/06	J. Hermann	Review and analysis of transaction documents and litigation documents bearing upon Epic loan in connection with questions posed by SEC and request for further information from SEC.	1.70	969.00
11/29/06	J. Hermann	Participation in exchange of email correspondence with Diversified Committee professionals regarding utility of commencing bankruptcy case for Tree Moss in addition to USA Investors VI and related matters (.30); participation in exchange of email correspondence with T. Allison and debtor professionals regarding the same (.20).	0.50	285.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 61

December 29, 2006
Invoice No. 1047512

11/30/06	M. Levinson	Portion of very long conference call re next steps with S. Strong, A. Jarvis, E. Monson, M. Tucker and J. Hermann devoted to next steps with respect to collecting the Epic obligation (.10); portion of follow-up conversation with J. Hermann and M. Tucker (.10).	0.20	112.00
<i>B504 – EPIC Loan Total</i>			<i>3.60</i>	<i>2,046.00</i>

Timekeeper Summary	Hours	Rate	Amount
Jeffery D. Hermann	3.00	570.00	1,710.00
Marc A. Levinson	0.60	560.00	336.00
Total All Timekeepers	3.60	\$568.33	\$2,046.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 62

December 29, 2006
Invoice No. 1047512

Task B505 – 10-90 Loan

11/01/06	M. Levinson	Review and analyze lengthy A. Jarvis email memorandum to R. Walker and D. Griffiths re the draft plan, possible settlement with Investment Partners and the possible sale of the Hotel Zoso and the Royal Hotel (.20); review R. Walker, A. Jarvis, M. Tucker and J. Hermann email memoranda re the proposed escrow instructions for the Hotel Zoso (.20).	0.40	224.00
11/01/06	J. Hermann	Review and analysis of revised versions of collateral documents sent to counsel for Investment Partners to be executed by J. Milanowski (.50); participation in exchange of email correspondence with Debtor counsel and Diversified Committee professionals regarding the unacceptability of the changes made by R. Walker and related matters (.20).	0.70	399.00
11/02/06	M. Levinson	Exchange a series of email memoranda with A. Jarvis re next steps with respect to the Investment Partners loan.	0.10	56.00
11/03/06	M. Levinson	Conference with A. Jarvis and J. Hermann re the latest J. Milanowski and Investment Partners developments and re next steps.	0.20	112.00
11/03/06	J. Hermann	Conference with A. Jarvis and M. Levinson regarding Investment Partners developments and issues (.20); further review and analysis of revised agreements received from R. Walker (.30).	0.50	285.00
11/06/06	M. Levinson	Portion of telephone conversation with M. Tucker during which we discuss issues relating to the realization on the Ashby assets, with C. Harvick for part (.30); review C. Harvick email memorandum to P. McNicholas re requesting Ashby-related documents and data, and review the P. McNicholas reply email memoranda under cover of which he forwards documents and data (.10); review M. Tucker email memorandum commenting on the Stoneridge data (.10).	0.50	280.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 63

December 29, 2006
Invoice No. 1047512

11/06/06	J. Hermann	Review and analysis of financial information regarding Stoneridge development supporting 10-90, Inc. loan (.40); review and analysis of other Ashby-related documents to determine profit percentage of Investment Partners in Stoneridge project (.50).	0.90	513.00
11/07/06	M. Levinson	Portion of telephone conversation with M. Tucker and C. Harvick devoted to the documentation provided yesterday by P. McNicholas and re next steps in light of the same (.20); review J. Hermann email memorandum re the possible sale of the Marquis Villas, the M. Tucker response thereto and several follow-up email memoranda (.20).	0.40	224.00
11/09/06	M. Levinson	Participate in a chain of email memoranda with C. Harvick and J. Hermann re the Investment Partners loans and re scheduling a meeting or conference call with T. Allison and A. Jarvis re the same (.20); initial review of the motion by Investment Partners and J. Milanowski to file a motion for protective order under seal and review L. Ernce email memorandum re the same (.20).	0.40	224.00
11/10/06	J. Hermann	Portion of telephone conference with A. Jarvis, C. Harvick, J. Atkinson, M. Levinson and M. Haftl regarding 2004 examinations of numerous entities and individuals, litigation alternatives with respect to Investment Partners and numerous related matters (.50); review and analysis of listing of 2004 notice candidates prepared by C. Harvick (.20); telephone conference with C. Harvick and M. Levinson regarding 2004 examinations to be noticed and related matters (.20).	0.90	513.00
11/10/06	M. Levinson	Telephone conversation with A. Loraditch and J. Hermann re yesterday's 2004 examination of J. Milanowski (.20); portion of long telephone conversation with A. Jarvis, J. Fasel, M. Haftl, C. Harvick and J. Hermann devoted to Investment Partners status and issues (.40); portion of follow-up telephone conversation with C. Harvick and J. Hermann devoted to the same (.10).	0.70	392.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 64

December 29, 2006
Invoice No. 1047512

11/13/06	M. Levinson	Portion of telephone conversation with M. Tucker devoted to Investment Partners issues (.20); meeting with A. Jarvis, E. Monson, C. Harvick and B. Olson, with S. Call by telephone for part, re Investment Partners strategic and planning issues (1.20); review a memorandum by Beckley re a legal issue relating to strategies impacting Investment Partners and brief conference with B. Olson re the same (.20).	1.60	896.00
11/13/06	J. Hermann	Telephone conference with M. Levinson regarding discussions on possible receivership and other issues dealing with Investment Partners and his meetings today regarding the same (.30); review and analysis of materials bearing upon status of LLC member interests in the event of receivership in connection with the same (.50).	0.80	456.00
11/14/06	M. Levinson	Telephone conversation with J. Hermann re the SEC investigation (.20); review S. Pugsley and A. Jarvis email memoranda re SEC-related issues (.10).	0.30	168.00
11/14/06	J. Hermann	Telephone conference with M. Levinson regarding issues in connection with SEC investigation and related matters (.20); participation in exchange of email correspondence with debtor professionals regarding SEC investigation (.10).	0.30	171.00
11/15/06	M. Levinson	Email memorandum to A. Loraditch and B. Olson requesting her help on a procedural issue relating to collecting the IP loan (.10); review separate responses by A. Loraditch and B. Olson (.10); portion of long telephone conversation with C. Harvick and J. Hermann devoted to collecting the IP loan (.20); portion of long telephone conversation with A. Jarvis, T. Allison, R. Koe, M. Tucker, C. Harvick and J. Hermann re the foregoing and re next steps (.30).	0.70	392.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 65

December 29, 2006
Invoice No. 1047512

11/15/06	J. Hermann	Portion of call with C. Harvick and M. Levinson regarding manner of calculation of interest on 10-90, Inc. loan and related matters (.10); review and analysis of transaction documents in connection with the same (.30); participation in exchange of email correspondence with Diversified Committee professionals regarding the same (.10).	0.50	285.00
11/16/06	M. Levinson	Portion of long telephone conversation with T. Allison, J. Atkinson, K. Glade, R. Koe, M. Tucker, C. Harvick, A. Loraditch, J. Hermann and others re collection on Investment Partners (.60); review lengthy email memorandum from J. Hermann re next steps (.20); long telephone conversation with S. Strong, J. Hermann and C. Harvick re the same, with S. Tingey for part and E. Monson for part (.80); follow-up conversation with J. Hermann and C. Harvick (.20); draft and revise a lengthy follow-up email memorandum to S. Tingey and other of the debtors' professionals after re-reviewing the lengthy J. Hermann email memorandum of this morning (.40); review the draft pleading seeking interim relief in an involuntary case filed against Investors VI and interlineate comments thereto (.30); telephone conversation with J. Hermann and C. Harvick re the draft email and the draft pleading (.10); revise and finalize the email memorandum to S. Strong after reviewing C. Harvick's and J. Hermann's comments and discussing the same with J. Hermann (.20); revise the draft pleading (.50); follow-up conversation with C. Harvick and J. Hermann (.10); review the final version of the draft pleading seeking interim relief, as sent by J. Hermann to S. Strong (.20); exchange follow-up email memoranda with S. Strong re a call on the foregoing tomorrow morning (.10); portion of long telephone conversation with M. Tucker devoted to discussing next steps with respect to Investors VI (.40); review C. Harvick follow-up email memoranda (.10).	4.20	2,352.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 66

December 29, 2006
Invoice No. 1047512

11/16/06	J. Hermann	<p>Telephone conference with A. Loraditch and M. Levinson regarding local practice issues relating to potential involuntary bankruptcy of Investors VI (.20); portion of lengthy conference call with T. Allison, S. Strong, A. Loraditch, C. Harvick, M. Tucker and M. Levinson (portion) regarding dangers in not being able to prevent Hotel Zoso sale from closing without any assurances from J. Milanowski that sales proceeds will be paid to debtor estates and litigation and bankruptcy alternatives available (1.50); telephone conference with M. Tucker, C. Harvick, A. Loraditch and M. Levinson regarding issues in connection with possible involuntary bankruptcy of Investors VI and related matters (.40); preparation of extensive email analysis of involuntary bankruptcy filing of Investors VI directed to debtors professionals (.40); telephone conference with M. Levinson regarding further issues in connection with the same (.10); telephone conference with R. Ragni regarding research needed to prepare brief seeking order withdrawing operating authority from alleged debtor during gap period and background facts regarding the same (.30); preparation of legal brief seeking order withdrawing operating authority from alleged debtor during gap period, including review and analysis of transaction documents and prior pleadings in connection with preparation of the same (5.60); review and analysis of legal authorities provided by R. Ragni (.20); further conference call with debtor professionals and C. Harvick regarding involuntary bankruptcy issues and their objections to undertaking the same (.80); telephone conference with C. Harvick and M. Levinson regarding the same (.20); review and revision of email to debtor representatives expressing Diversified Committee strong feelings that Hotel Zoso closing without payment to debtors must be avoided (.30); review and revision of brief seeking to withdraw operating authority</p>	11.90	6,783.00
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ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 67

December 29, 2006
Invoice No. 1047512

11/17/06	M. Levinson	during gap period and adding request for appointment of interim trustee (1.80); preparation of email to debtor representatives transmitting such brief (.10) Exchange a series of email memoranda with S. Strong, A. Loraditch, C. Harvick and others re scheduling a call to discuss next steps with respect to Investors VI and related matters (.20); attend most but not all of a long conference call with S. Strong, T. Allison, S. Smith, B. Atkinson, A. Loraditch, C. Harvick (1.10); follow-up conversation with C. Harvick and J. Hermann (.40); portion of long telephone conversation with J. Hermann devoted to this morning's all-hands call and to his conversation with L. Dean of the SEC re Investment Partners-related matters (.30); follow-up telephone conversation with S. Strong re next steps with respect to Investors VI (.10); another follow-up telephone conversation with S. Strong (.20).	2.30	1,288.00
11/17/06	J. Hermann	Participation in conference call with Ray, Quinney representatives, Mesirow representatives, C. Harvick, A. Loraditch and M. Levinson regarding issues in connection with involuntary bankruptcy of Investors VI and related matters (1.20); follow-up telephone conference with C. Harvick and M. Levinson regarding the same and related matters (.40); further review and revision of motion for order seeking withdrawal of operating authority and seeking interim trustee (.50); telephone conference with counsel for SEC regarding issues of interest to possible SEC investigation (.20); review and analysis of file materials in connection with the same and information of interest to the SEC (1.90); telephone conference with M. Levinson regarding contact with SEC and related matters (.30).	4.50	2,565.00
11/21/06	M. Levinson	Voicemail message from R. Walker re status and next steps and voicemail message and email memorandum to J. Hermann re the same.	0.10	56.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 68

December 29, 2006
Invoice No. 1047512

11/21/06	J. Hermann	Review and gathering of file materials in preparation for meeting with SEC today (.60); meet with counsel for the SEC regarding facts relating to probable violations of securities laws and numerous related matters including travel to SEC offices (2.80); portion of telephone conference with C. Harvick regarding results of meeting with SEC counsel and further information requested by such counsel (.20).	3.60	2,052.00
11/22/06	J. Hermann	Follow-up with meeting with SEC yesterday by obtaining facts and documents requested (1.90); participation in exchange of email correspondence with L. Dean of the SEC regarding the same and regarding issues discussed (.30).	2.20	1,254.00
11/22/06	M. Levinson	Telephone conversation with M. Tucker re the Royal Hotel.	0.20	112.00
11/26/06	M. Levinson	Portion of long telephone conversation with J. Hermann devoted to Investment Partners issues.	0.20	112.00
11/28/06	M. Levinson	Portion of long telephone conversation with J. Hermann devoted to Investment Partners issues, including a discussion of his meeting earlier today with T. Allison and S. Strong .	0.20	112.00
11/28/06	J. Hermann	Meeting with T. Allison, S. Strong and S. Smith regarding continuing concerns that Hotel Zoso sale could close without debtors receiving monies, regarding discussions with SEC, and regarding involuntary bankruptcy of Investors VI (.50); participation in exchange of email correspondence regarding the same with Diversified Committee professionals (.20); further discussions with S. Strong regarding legal issues involved in such filing and related matters (.30); further review and analysis of transaction documents bearing upon issues of less than 12 creditors, withdrawal of operating authority and other issues (.40).	1.40	798.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 69

December 29, 2006
Invoice No. 1047512

11/29/06	M. Levinson	Portion of long telephone conversation with M. Tucker devoted to Investment Partners, Tree Moss and related issues (.20); portion of a telephone conversation with J. Hermann and A. Loraditch devoted to Investment Partners issues (.10); telephone conversation with S. Strong and J. Hermann re next steps with respect to a number of Investment Partners issues (.20); exchange follow-up email memoranda with S. Strong (.10).	0.60	336.00
11/30/06	J. Hermann	Participation in exchange of email regarding follow-up call to discuss involuntary bankruptcy of Investors VI and related matters (.20); participation in lengthy conference call with A. Jarvis, E. Monson, S. Strong, M. Tucker and M. Levinson and others regarding numerous aspects of filing of involuntary for Investors VI and Tree Moss (1.80); review and analysis of transaction documents in connection with the same with respect to further concerns expressed by debtors to commencing such an action (.70).	2.70	1,539.00
11/30/06	M. Levinson	Exchange a series of email memoranda with S. Strong and J. Hermann re the call scheduled for later today (.10); portion of very long conference call re next steps with S. Strong, A. Jarvis, E. Monson, M. Tucker and J. Hermann devoted to next steps with respect to Investment Partners and its affiliates (1.30); portion of follow-up conversation with J. Hermann and M. Tucker (.10).	1.50	840.00
11/30/06	J. Hermann	Participation in exchange of email correspondence with Diversified Committee professionals regarding debtor's assertion that compounding of interest on 10-90 loan is not allowable (.20); review and analysis of transaction documents in connection with the same (.40); preparation of advice memo/email regarding the same (.70).	1.30	741.00

B505 – 10-90 Loan Total 46.80 26,530.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 70

December 29, 2006
Invoice No. 1047512

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jeffery D. Hermann	32.20	570.00	18,354.00
Marc A. Levinson	14.60	560.00	8,176.00
Total All Timekeepers	46.80	\$566.88	\$26,530.00

**ORRICK**

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 71

December 29, 2006
Invoice No. 1047512

Task Code	Description	Hours	Billed Amount
B110	Case Administration	11.00	5,646.50
B120	Asset Analysis and Recovery	39.90	22,150.00
B130	Asset Disposition & Sales	1.20	672.00
B152	Meetings & Communications with other Committees	10.60	5,936.00
B153	Meetings & Communications with the Committee or members of the Committee	44.80	23,389.00
B154	Meetings & Communications with the Creditors or Equity holders	8.00	3,770.00
B160	Fee/Employment Applications	7.40	3,650.00
B170	Fee/Employment Objections	2.20	1,023.00
B210	Business Operations	0.60	279.00
B310	Claims Administration and Objections	2.70	1,398.00
B320	Plan and Disclosure Statement (including Business Plan)	196.20	106,371.00
B503	Litigation	6.30	3,509.50
B504	EPIC Loan	3.60	2,046.00
B505	10-90 Loan	46.80	26,530.00
Totals		381.30	\$206,370.00

Timekeeper Summary	Hours	Rate	Amount
Grady M. Bolding	8.40	665.00	5,586.00
Lynn T. Ernce	53.80	465.00	25,017.00
Jeffery D. Hermann	142.30	570.00	81,111.00
Elizabeth Harris Lefever	29.50	485.00	14,307.50
Marc A. Levinson	135.20	560.00	75,712.00
Rachel P. Ragni	6.60	390.00	2,574.00
Katherine S. Thomas	5.50	375.00	2,062.50
Total All Timekeepers	381.30	\$541.23	\$206,370.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 72

December 29, 2006
Invoice No. 1047512

Disbursements

Duplicating Expense	45.20
Express Delivery	17.02
Other Business Meals	40.00
Parking Expense	12.00
Postage	18.80
Telephone	713.58
Travel Expense, Air Fare	305.10
Travel Expense, Local	13.35
Westlaw Research	343.14
Word Processing	-1,155.32

Total Disbursements

\$352.87

Total For This Matter

\$206,955.37